

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

STAGE STORES, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 20-32564 (DRJ)  
)  
) (Jointly Administered)  
)

**DEBTORS' APPLICATION FOR ENTRY  
OF AN ORDER AUTHORIZING THE RETENTION  
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND  
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR  
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF MAY 10, 2020**

**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-ONE DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this application (this “Application”) for the entry of an order (the “Order”), substantially in the form attached hereto, authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date (as defined herein). In support of this Application, the Debtors submit the declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration,” attached hereto as **Exhibit A**), and the declaration of Michael L. Glazer, the President and Chief Executive

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900). The Debtors’ service address is: 2425 West Loop South, Houston, Texas 77027.

Officer of Stage Stores, Inc., (the “Glazer Declaration,” attached hereto as **Exhibit B**). In further support of this Application, the Debtors respectfully state as follows.

### **Jurisdiction and Venue**

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 327(a) and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Bankruptcy Rules 2014(a) and 2016, and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of Texas (the “Local Bankruptcy Rules”).

### **Background**

4. The Debtors are apparel, accessories, cosmetics, footwear, and home goods retailers that operate department stores under the Bealls, Goody’s, Palais Royal, Peebles, and Stage brands and off-price stores under the Gordmans brand. The Debtors employ approximately 14,694 employees, operating approximately 700 stores across 42 states. The Debtors’ department stores predominately serve small towns and rural communities, while the Debtors’ off-price stores are mostly located in mid-sized Midwest markets. The Debtors’ 2019 revenue was approximately \$1.6 billion.

5. A description of the Debtors’ businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Elaine D. Crowley, Chief Restructuring Officer of Stage Stores Inc.*, in

*Support of Debtors' Chapter 11 Petitions and First Day Motions*, filed on May 10, 2020 [Docket No. 26], incorporated herein by reference.

**Relief Requested**

6. By this Application, the Debtors seek the entry of an order authorizing the retention and employment of Kirkland as their attorneys in accordance with the terms and conditions set forth in that certain engagement letter between the Debtors and Kirkland effective as of January 21, 2020 (the "Engagement Letter"), a copy of which is annexed as Exhibit 1 to the Order and incorporated herein by reference.

**Kirkland's Qualifications**

7. The Debtors seek to retain Kirkland because of Kirkland's recognized expertise and extensive experience and knowledge in the field of debtors' protections, creditors' rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

8. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *See e.g. In re Whiting Petrol. Corp.*, No. 20-32021 (DRJ) (Bankr. S.D. Tex. May 6, 2020); *In re Sheridan Holding Co. I, LLC*, No. 20-31884 (DRJ) (Bankr. April 24, 2020); *In re McDermott Int'l, Inc.*, No. 20-30336 (DRJ) (Bankr. S.D. Tex. Mar. 17, 2020); *In re Sheridan Holding Co. II, LLC*, No. 19-35198 (MI) (Bankr. S.D. Tex. Oct. 16, 2019); *In re Vanguard Nat. Res., Inc.*, No. 19-31786 (DRJ) (Bankr. S.D. Tex. May 14, 2019); *In re Jones Energy, Inc.*, No. 19-32112 (DRJ) (Bankr. S.D. Tex. May 6, 2019); *In re Parker Drilling Co.*, No. 18-36958 (MI) (Bankr. S.D. Tex. Jan. 15, 2019); *In re Gastar Expl. Inc.*, No. 18-36057 (MI) (Bankr. S.D. Tex. Dec. 20, 2018); *In re Westmoreland Coal Co.*, No. 18-35672 (DRJ) (Bankr. S.D. Tex. Nov. 14, 2018); *In re iHeartMedia, Inc.*,

No. 18-31274 (MI) (Bankr. S.D. Tex. Apr. 12, 2018); *In re EXCO Res., Inc.*, No. 18-30155 (MI) (Bankr. S.D. Tex. Feb. 22, 2018).<sup>2</sup>

9. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. The Debtors believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

#### **Services to be Provided**

10. Subject to further order of the Court, and consistent with the Engagement Letter, the Debtors request the retention and employment of Kirkland to render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;

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<sup>2</sup> Because of the voluminous nature of the orders cited in this Application, they are not attached to this Application. Copies of these orders are available upon request to Kirkland.

- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

#### **Professional Compensation**

11. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

12. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

13. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:<sup>3</sup>

| <b>Billing Category<sup>4</sup></b> | <b>U.S. Range</b> |
|-------------------------------------|-------------------|
| Partners                            | \$1,075-\$1,845   |
| Of Counsel                          | \$625-\$1,845     |
| Associates                          | \$610-\$1,165     |
| Paraprofessionals                   | \$245-\$460       |

14. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>5</sup>

15. Kirkland represented the Debtors during the twelve-month period before the Petition Date, using the hourly rates set forth in the Sussberg Declaration. Moreover, these hourly rates are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

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<sup>3</sup> For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

<sup>4</sup> Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

<sup>5</sup> For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business-days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file any such notice with the Court.

16. The rate structure provided by Kirkland is appropriate and not significantly different from (a) the rates that Kirkland charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Kirkland will perform in these chapter 11 cases.

17. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

18. To ensure compliance with all applicable deadlines in these chapter 11 cases, from time to time Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter, which permits Kirkland to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

19. Kirkland currently charges \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing, Kirkland will charge no more than \$0.10 per page for standard duplication services in these chapter 11 cases. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

**Compensation Received by Kirkland from the Debtors**

20. Per the terms of the Engagement Letter, on January 21, 2020, the Debtors paid \$250,000.00 to Kirkland, which, as stated in the Engagement Letter, constituted an “advance payment retainer” as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional advance payment retainers totaling \$2,400,694.21 in the aggregate. As stated in the Engagement Letter, any advance payment retainer is earned by Kirkland upon receipt; any advance payment retainer becomes the property of Kirkland upon receipt; the Debtors no longer have a property interest in any advance payment retainer upon Kirkland’s receipt; any advance payment retainer will be placed in Kirkland’s general account and will not be held in a client trust account; and the Debtors will not earn any interest on any advance payment retainer.<sup>6</sup>

21. Pursuant to Bankruptcy Rule 2016(b), Kirkland has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

22. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred but not yet applied to Kirkland’s advance payment retainer, the amount of Kirkland’s advance payment retainer always exceeded any amounts listed or to be listed on statements

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<sup>6</sup> The Engagement Letter permits Kirkland to retain any prepetition advance payment retainer held by Kirkland as of the Petition Date rather than applying such prepetition advance payment retainer to pay postpetition fees and expenses. In light of the facts and circumstances of these chapter 11 cases, Kirkland will retain any prepetition advance payment retainer held by Kirkland as of the Petition Date and will not apply any such amounts to postpetition fees and expenses.



describing services rendered and expenses incurred (on a “rates times hours” and “dates of expenses incurred” basis) before the Petition Date.

**Kirkland’s Disinterestedness**

23. To the best of the Debtors’ knowledge and as disclosed herein and in the Sussberg Declaration, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Sussberg Declaration.

24. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

**Supporting Authority**

25. The Debtors seek retention of Kirkland as their attorneys pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]’s duties under this title.

11 U.S.C. § 327(a).

26. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for

compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

27. The Debtors submit that for all the reasons stated above and in the Sussberg Declaration, the retention and employment of Kirkland as counsel to the Debtors is warranted. Further, as stated in the Sussberg Declaration, Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Sussberg Declaration.

#### **Notice**

28. The Debtors will provide notice of this Application to the following parties or their respective counsel: (a) the U.S. Trustee for the Southern District of Texas; (b) entities listed as holding the thirty largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to Wells Fargo Bank, National Association, as agent under the Debtors' prepetition credit agreement; (d) the United States Attorney's Office for the Southern District of Texas; (e) the Internal Revenue Service; (f) the United States Securities and Exchange Commission; (g) the state attorneys general for states in which the Debtors conduct business; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given. A copy of this Application is also available on the website of the Debtors' notice and claims agent at <http://www.kccllc.net/stagestores>. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required.

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto, granting the relief requested herein and granting such other relief as is just and proper.

Dated: May 28, 2020  
Houston, Texas

/s/ Michael L. Glazer  
Michael L. Glazer  
President and Chief Executive Officer  
Stage Stores, Inc.

**Certificate of Service**

I certify that on May 28, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh

**Exhibit A**

**Sussberg Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

STAGE STORES, INC., *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 20-32564 (DRJ)  
)  
) (Jointly Administered)  
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**DECLARATION OF JOSHUA A. SUSSBERG IN SUPPORT OF THE  
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR  
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF MAY 10, 2020**

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I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, "Kirkland").<sup>2</sup> I am the lead attorney from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted *pro hac vice* in the United States Bankruptcy Court for the Southern District of Texas. There are no disciplinary proceedings pending against me.

2. I submit this declaration (the "Declaration") in support of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900). The Debtors' service address is: 2425 West Loop South, Houston, Texas 77027.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Application.

*Effective as of May 10, 2020* (the “Application”).<sup>3</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.

#### **Kirkland’s Qualifications**

4. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

5. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *See e.g. In re Whiting Petrol. Corp.*, No. 20-32021 (DRJ) (Bankr. S.D. Tex. May 6, 2020); *In re Sheridan Holding Co. I, LLC*, No. 20-31884 (DRJ) (Bankr. April 24, 2020); *In re McDermott Int’l, Inc.*, No. 20-30336 (DRJ) (Bankr. S.D. Tex. Mar. 17, 2020); *In re Sheridan Holding Co. II, LLC*, No. 19-35198 (MI) (Bankr. S.D. Tex. Oct. 16, 2019); *In re Vanguard Nat. Res., Inc.*, No. 19-31786 (DRJ) (Bankr. S.D. Tex. May 14, 2019); *In re Jones Energy, Inc.*, No. 19-32112 (DRJ) (Bankr. S.D. Tex. May 6, 2019); *In re Parker Drilling Co.*, No. 18-36958 (MI) (Bankr. S.D. Tex. Jan. 15, 2019); *In re Gastar Expl. Inc.*, No. 18-36057 (MI) (Bankr. S.D. Tex. Dec. 20, 2018); *In re Westmoreland Coal Co.*, No. 18-35672 (DRJ) (Bankr. S.D. Tex. Nov. 14, 2018); *In re iHeartMedia, Inc.*, No. 18-31274 (MI) (Bankr. S.D. Tex. Apr. 12, 2018); *In re EXCO Res., Inc.*, No. 18-30155 (MI) (Bankr. S.D. Tex. Feb. 22, 2018).<sup>4</sup>

6. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors’ businesses and many of the potential legal issues that may

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<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

<sup>4</sup> Because of the voluminous nature of the orders cited in this Declaration, they are not attached to this Declaration. Copies of these orders are available upon request to Kirkland.

arise in the context of these chapter 11 cases. I believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

**Services to Be Provided**

7. Subject to further order of the Court and that certain engagement letter dated January 21, 2020 (the “Engagement Letter”), a copy of which is attached as Exhibit 1 to the Order, the Debtors retained Kirkland to render, without limitation, the following legal services:

- a. advising the Debtors with respect to its powers and duties as debtor in possession in the continued management and operation of its businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors’ estates, including prosecuting actions on the Debtors’ behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors’ estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors’ estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors’ estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the



Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

### **Professional Compensation**

8. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other debtor representations, and are comparable to the hourly rates and corresponding rate structure that Kirkland uses for complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

9. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

10. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:<sup>5</sup>

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<sup>5</sup> For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in the Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

| <b>Billing Category<sup>6</sup></b> | <b>U.S. Range</b> |
|-------------------------------------|-------------------|
| Partners                            | \$1,075-\$1,845   |
| Of Counsel                          | \$625-\$1,845     |
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11. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>7</sup>

12. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

13. To ensure compliance with all applicable deadlines in these chapter 11 cases, Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter between Kirkland and the Debtors, which permits Kirkland to

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<sup>6</sup> Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

<sup>7</sup> For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file such notice with the Court.

bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

14. Kirkland currently charges \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing, Kirkland will charge no more than \$0.10 per page for standard duplication services in these chapter 11 cases. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

#### **Compensation Received by Kirkland from the Debtors**

15. Per the terms of the Engagement Letter, on January 21, 2020, the Debtors paid \$250,000.00 to Kirkland, which, as stated in the Engagement Letter, constituted an “advance payment retainer” as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional advance payment retainers totaling \$2,400,694.21 in the aggregate. As stated in the Engagement Letter, any advance payment retainer is earned by Kirkland upon receipt; any advance payment retainer becomes the property of Kirkland upon receipt; the Debtors no longer have a property interest in any advance payment retainer upon Kirkland’s receipt; any advance payment retainer will be placed in Kirkland’s general account and will not be held in a client trust account; and the Debtors will not earn any interest on any advance payment retainer.<sup>8</sup>

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<sup>8</sup> The Engagement Letter permits Kirkland to retain any prepetition advance payment retainer held by Kirkland as of the Petition Date rather than applying such prepetition advance payment retainer to pay postpetition fees and

16. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred, but not yet applied to Kirkland's advance payment retainer, Kirkland's total advance payment retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

17. Pursuant to Bankruptcy Rule 2016(b), Kirkland has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

**Statement Regarding U.S. Trustee Guidelines**

18. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective As of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

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expenses. In light of the facts and circumstances of these chapter 11 cases, Kirkland will retain any prepetition advance payment retainer held by Kirkland as of the Petition Date and will not apply any such amounts to postpetition fees and expenses.

**Attorney Statement Pursuant to Revised UST Guidelines**

19. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

- a. **Question:** Did Kirkland agree to any variations from, or alternatives to, Kirkland's standard billing arrangements for this engagement?

**Answer:** No. Kirkland and the Debtors have not agreed to any variations from, or alternatives to, Kirkland's standard billing arrangements for this engagement. The rate structure provided by Kirkland is appropriate and is not significantly different from (a) the rates that Kirkland charges for other non-bankruptcy representations or (b) the rates of other comparably skilled professionals.

- b. **Question:** Do any of the Kirkland professionals in this engagement vary their rate based on the geographic location of the Debtors' chapter 11 cases?

**Answer:** No. The hourly rates used by Kirkland in representing the Debtors are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

- c. **Question:** If Kirkland has represented the Debtors in the 12 months prepetition, disclose Kirkland's billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If Kirkland's billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

**Answer:** Kirkland's current hourly rates for services rendered on behalf of the Debtors range as follows: <sup>9</sup>

| <b>Billing Category</b> | <b>U.S. Range</b> |
|-------------------------|-------------------|
| Partners                | \$1,075-\$1,845   |
| Of Counsel              | \$625-\$1,845     |
| Associates              | \$610-\$1,165     |
| Paraprofessionals       | \$245-\$460       |

<sup>9</sup> While the rate ranges provided for in the Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

Kirkland represented the Debtors from January 1, 2019 to December 31, 2019, using the hourly rates listed below.

| <b>Billing Category</b> | <b>U.S. Range</b> |
|-------------------------|-------------------|
| Partners                | \$1,025-\$1,795   |
| Of Counsel              | \$595-\$1,705     |
| Associates              | \$595-\$1,125     |
| Paraprofessionals       | \$235-\$460       |

- d. **Question:** Have the Debtors approved Kirkland's budget and staffing plan, and, if so, for what budget period?

**Answer:** Yes, for the period from May 10, 2020 through September 30, 2020.

**Kirkland's Disinterestedness**

20. In connection with its proposed retention by the Debtors in these chapter 11 cases, Kirkland undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Kirkland obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the "Potential Parties in Interest") and such parties are listed on **Schedule 1** hereto. Kirkland has searched on its electronic database for its connections to the entities listed on **Schedule 1** hereto. In addition, after Kirkland identified all client connections with the parties in interest over a specified time period, Kirkland circulated a survey email to all Kirkland attorneys who billed 10 or more hours to such clients during the prior six years. Further, beyond the individual emails, Kirkland sent a daily report of new matters firm-wide. All Kirkland attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. The Debtors did not receive any answers in the affirmative to these emails. Additionally, to the extent that I have been able to ascertain that Kirkland has been retained within the last three years to represent any of the Potential Parties in Interest (or their affiliates, as the case may be) in matters unrelated to these cases, such facts are disclosed on **Schedule 2** attached hereto.

21. Kirkland and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Kirkland has searched on its electronic database for its connection to the entities listed on **Schedule 1** attached hereto. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Kirkland will update this Declaration as necessary and when Kirkland becomes aware of additional material information. The following is a list of the categories that Kirkland has searched:<sup>10</sup>

| <b><u>Schedule</u></b> | <b><u>Category</u></b>   |
|------------------------|--|
| 1(a)                   | Known Debtor Affiliates  |
| 1(b)                   | Current Directors & Officers                                     |
| 1(c)                   | Significant Shareholders   |
| 1(d)                   | Bankruptcy Judges for the Southern District of Texas             |
| 1(e)                   | Bankruptcy Professionals/Ordinary Course Professionals           |
| 1(f)                   | Banks/Lenders/Administrative Agents                              |
| 1(g)                   | Significant Contract Counterparties                              |
| 1(h)                   | Insurers   |
| 1(i)                   | Landlords  |
| 1(j)                   | Litigants  |
| 1(k)                   | Significant Vendors  |
| 1(l)                   | U.S. Trustee Office Personnel for the Southern District of Texas |
| 1(m)                   | Utilities  |

22. To the best of my knowledge, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and

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<sup>10</sup> Kirkland’s inclusion of parties in the following Schedules is solely to illustrate Kirkland’s conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

(b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this Declaration.

23. Listed on **Schedule 2** to this Declaration are the results of Kirkland's conflicts searches of the above-listed entities.<sup>11</sup> For the avoidance of doubt, Kirkland will not commence a cause of action in these chapter 11 cases against the entities listed on **Schedule 2** that are current clients of Kirkland (including entities listed below under the "Specific Disclosures" section of this Declaration) unless Kirkland has an applicable waiver on file or first receives a waiver from such entity allowing Kirkland to commence such an action. To the extent that a waiver does not exist or is not obtained from such entity and it is necessary for the Debtors to commence an action against that entity, the Debtors will be represented in such particular matter by conflicts counsel.

24. Of the entities listed on **Schedule 2**, only The Blackstone Group, Inc. and various of its subsidiaries and affiliates (collectively, "**Blackstone**") represented more than one percent of Kirkland's fee receipts for the twelve-month period ending on April 30, 2020.<sup>12</sup> I do not believe that any current or prior representation of Blackstone precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

25. Kirkland's conflicts search of the entities listed on **Schedules 1(a) – 1(m)** (that Kirkland was able to locate using its reasonable efforts) reveals, to the best of my knowledge, that

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<sup>11</sup> As referenced in **Schedule 2**, the term "current client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2**, the term "former client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2**, the term "closed client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland's representation rather than its potential listing in Kirkland's conflicts search system. The list generated from Kirkland's conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with "former clients" or "closed clients" for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

<sup>12</sup> Specific percentages will be disclosed to the Office of the U.S. Trustee upon request.



those Kirkland attorneys and paraprofessionals who previously worked at other law firms that represented such entities in these chapter 11 cases have not worked on matters relating to the Debtors' restructuring efforts while at Kirkland.

26. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Kirkland, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the United States Trustee for the Southern District of Texas (the "U.S. Trustee"), any person employed by the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as disclosed or otherwise described herein.

27. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

28. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in this Declaration in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

29. From time to time, Kirkland has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Kirkland.

30. Certain insurance companies pay the legal bills of Kirkland clients. Some of these insurance companies may be involved in these chapter 11 cases. None of these insurance companies, however, are Kirkland clients as a result of the fact that they pay legal fees on behalf of Kirkland clients.

### **Specific Disclosures**

31. As specifically set forth below and in the attached exhibits, Kirkland represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in matters unrelated to these chapter 11 cases.

#### **A. Connections to Holders of Equity Interests in the Debtors.**

32. As disclosed below and in **Exhibit 2** attached hereto, Kirkland currently represents, and in the past has represented, Axar Capital Management, LP and various of its subsidiaries and affiliates (collectively, "Axar") on a variety of matters. Axar is a current holder of equity interests in the Debtors, owning approximately 14.9% of common shares. All current or prior Kirkland representations of Axar have been in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that Kirkland's current or prior representations of Axar preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

#### **B. Connections to Certain Financial Counterparties**

33. As disclosed in **Schedule 2** attached hereto, Kirkland currently represents, and has formerly represented, certain entities which comprise one or more of the following: (a) a

prepetition lender to the Debtors; (b) an entity with which the Debtors have a banking relationship; or (c) an agent under the Debtors' prepetition credit facility and/or certain of their affiliates (collectively the "Financial Counterparties") in a variety of matters.

34. All current or prior Kirkland representations of the Financial Counterparties have been in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that Kirkland's current or prior representations of the Financial Counterparties preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**C. Connections to Other Entities.**

35. As disclosed in Schedule 2 attached hereto, Kirkland currently represents, and in the past has represented, Frontier Communications Corp. and various of its subsidiaries and affiliates (collectively, "Frontier") in a variety of matters. Frontier is a contract counterparty to the Debtors and a current Kirkland restructuring client. Kirkland will not represent the Debtors, the Debtors' non-Debtor affiliates, or other entities associated with the Debtors in any matter related to Frontier's restructuring. Similarly, Kirkland will not represent Frontier in any of Debtors' restructuring matters. I do not believe Kirkland's current or prior representations of Frontier precludes it from meeting the disinterestedness standard under the Bankruptcy Code.

**D. Other Chapter 11 Professionals.**

36. As disclosed in Schedule 2 attached hereto, Kirkland currently represents, and formerly has represented, certain affiliates, subsidiaries, and entities associated with various professionals that the Debtors seeks to retain in connection with these chapter 11 cases. All current or prior Kirkland representations of these professionals have been in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not represented and will not represent any such professionals in connection with any matter in these chapter 11 cases. I do not believe that

Kirkland's current or prior representation of these professionals precludes it from meeting the disinterestedness standard under the Bankruptcy Code.

37. The Debtors' proposed restructuring advisor is Berkeley Research Group, LLC (together with its direct and indirect affiliates, "BRG"). As disclosed in Schedule 2 attached hereto, Kirkland currently represents, and in the past has represented, BRG and certain of its direct or indirect affiliates in a variety of matters. All current or prior Kirkland representations of BRG have been in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that Kirkland's current or prior representations of BRG preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**E. Kirkland Attorney and Employee Investments.**

38. From time to time, Kirkland partners, of counsel, associates, and employees personally invest in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds, and other types of investment funds (the "Investment Funds"), through which such individuals indirectly acquire an interest in debt or equity securities of many companies, one of which may be one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases, often without Kirkland's knowledge. Each Kirkland person generally owns substantially less than one percent of such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. The Investment Fund is generally operated as a blind pool, meaning that when the Kirkland persons make an investment in the Investment Fund, he, she, or they do not know what securities the blind pool Investment Fund will purchase or sell, and have no control over such purchases or sales.

39. From time to time one or more Kirkland partners and of counsel voluntarily choose to form an entity (a "Passive-Intermediary Entity") to invest in one or more Investment Funds.

Such Passive-Intermediary Entity is composed only of persons who were Kirkland partners and of counsel at the time of the Passive-Intermediary Entity's formation (although some may later become former Kirkland partners and of counsel). Participation in such a Passive-Intermediary Entity is wholly voluntary and only a portion of Kirkland's partners and of counsel choose to participate. The Passive-Intermediary Entity generally owns substantially less than one percent of any such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. Each Investment Fund in which a Passive-Intermediary Entity invests is operated as a blind pool, so that the Passive-Intermediary Entity does not know what securities the blind pool Investment Funds will purchase or sell, and has no control over such purchases or sales. And, indeed, the Passive-Intermediary Entity often arranges for statements and communications from certain Investment Funds to be sent solely to a blind administrator who edits out all information regarding the identity of the Investment Fund's underlying investments, so that the Passive-Intermediary Entity does not learn (even after the fact) the identity of the securities purchased, sold, or held by the Investment Fund. To the extent the Passive-Intermediary Entity is or becomes aware of the identity of the securities purchased, sold, or held by the Investment Funds ("Known Holdings"), such Known Holdings are submitted to Kirkland's conflict checking system.

40. From time to time, Kirkland partners, of counsel, associates, and employees personally directly acquire a debt or equity security of a company which may be (or become) one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases. Kirkland has a long-standing policy prohibiting attorneys and employees from using confidential information that may come to their attention in the course of their work, so that all Kirkland attorneys and

employees are barred from trading in securities with respect to which they possess confidential information.

**F. Former Clerks.**

41. The following Kirkland employees had clerkships in the United States Bankruptcy Court for the Southern District of Texas during the last three years (together, the “Former Clerks”):

42. Anna E. Swanson, a Kirkland associate, was a law clerk for the Honorable Alfred H. Bennett of the United States District Court for the Southern District of Texas from August 2017 until August 2019. Ms. Swanson began working at Kirkland in April 2019 and had no connection with the Debtors’ chapter 11 cases while working for the court.

43. Camille E. Peeples, a Kirkland associate, was a law clerk for the Honorable Andrew S. Hanen of the United States District Court for the Southern District of Texas from 2018 until 2019. Ms. Peeples began working at Kirkland in September 2019 and had no connection with the Debtors’ chapter 11 cases while working for the court.

44. Mya L. Johnson, a Kirkland associate, was a law clerk for the Honorable Stephen Smith of the United States District Court for the Southern District of Texas from August 2017 to July 2018. Ms. Johnson began working at Kirkland in September 2018 and had no connection with the Debtors’ chapter 11 cases while working for the court.

45. I do not believe that the Former Clerks’ work for the court precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**G. Other Disclosures.**

46. Finally, certain interrelationships exist among the Debtors. Nevertheless, the Debtors have advised Kirkland that the Debtors’ relationships to each other do not pose any conflict of interest because of the general unity of interest among the Debtors. Insofar as I have

been able to ascertain, I know of no conflict of interest that would preclude Kirkland's joint representation of the Debtors in these chapter 11 cases.

47. The spouse of Kirkland partner Helen E. Witt, P.C. is a managing director of JPMorgan Chase & Co. JPMorgan Chase Bank, N.A. and J.P. Morgan Clearing Corp. are among the Debtors' lenders. Out of an abundance of caution, Kirkland has instituted formal screening measures to screen Ms. Witt from all aspects of Kirkland's representation of the Debtors.

48. Kirkland currently represents, and formerly has represented, Bank of America, N.A. ("Bank of America") and certain of its affiliates, in a variety of matters. Bank of America is a lender in these chapter 11 cases. Kirkland's representations of Bank of America, in the aggregate, accounted for less than one percent of Kirkland's fee receipts for the twelve-month period ending on April 30, 2020. All of Kirkland's current or prior representations of Bank of America have been unrelated to the Debtors and these chapter 11 cases. I do not believe that Kirkland's representation of these parties precludes it from meeting the disinterestedness standard under the Bankruptcy Code.

49. Furthermore, prior to joining Kirkland, certain Kirkland attorneys represented clients adverse to Kirkland's current or prior restructuring clients. Certain of these attorneys (the "Screened Kirkland Attorneys") will not perform work in connection with Kirkland's representation of the Debtors and will not have access to confidential information related to the representation. Kirkland's formal ethical screen provides sufficient safeguards and procedures to prevent imputation of conflicts by isolating the Screened Kirkland Attorneys and protecting confidential information.

50. Under Kirkland's screening procedures, Kirkland's conflicts department distributes a memorandum to all Kirkland attorneys and legal assistants directing them as follows: (a) not to

discuss any aspects of Kirkland's representation of the Debtors with the Screened Kirkland Attorneys; (b) to conduct meetings, phone conferences, and other communications regarding Kirkland's representation of the Debtors in a manner that avoids contact with the Screened Kirkland Attorneys; (c) to take all measures necessary or appropriate to prevent access by the Screened Kirkland Attorneys to the files or other information related to Kirkland's representation of the Debtors; and (d) to avoid contact between the Screened Kirkland Attorneys and all Kirkland personnel working on the representation of the Debtors unless there is a clear understanding that there will be no discussion of any aspects of Kirkland's representation of the Debtors. Furthermore, Kirkland already has implemented procedures to block the Screened Kirkland Attorneys from accessing files and documents related to the Debtors that are stored in Kirkland's electronic document managing system.

**Affirmative Statement of Disinterestedness**

51. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.



Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: May 28, 2020

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg  
as President of Joshua A. Sussberg, P.C., as  
Partner of Kirkland & Ellis LLP; and as Partner  
of Kirkland & Ellis International LLP

### **Schedule 1**

The following lists contain the names of reviewed entities as described more fully in the *Declaration of Joshua A. Sussberg in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of May 10, 2020* (the "Sussberg Declaration").<sup>1</sup> Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Kirkland & Ellis LLP and Kirkland & Ellis International LLP reviewed each entity in its records, as more fully described in the Sussberg Declaration, matching the incomplete or ambiguous name.

### **List of Schedules**

| <b><u>Schedule</u></b> | <b><u>Category</u></b>   |
|------------------------|--|
| 1(a)                   | Known Debtor Affiliates  |
| 1(b)                   | Current Directors & Officers                                     |
| 1(c)                   | Significant Shareholders   |
| 1(d)                   | Bankruptcy Judges for the Southern District of Texas             |
| 1(e)                   | Bankruptcy Professionals/Ordinary Course Professionals           |
| 1(f)                   | Banks/Lenders/Administrative Agents                              |
| 1(g)                   | Insurers   |
| 1(h)                   | Landlords  |
| 1(i)                   | Litigants  |
| 1(j)                   | Significant Contract Counterparties                              |
| 1(k)                   | Significant Vendors  |
| 1(l)                   | U.S. Trustee Office Personnel for the Southern District of Texas |
| 1(m)                   | Utilities  |

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Sussberg Declaration.

**SCHEDULE 1(a)**

**Known Debtor Affiliates**

Specialty Retailers Inc.  
Stage Stores Inc.

## **SCHEDULE 1(b)**

### **Current Directors & Officers**

Alford, Robert W.  
Anderson, Cory R.  
Anthony, Robert J.  
Baker, George  
Balasubramanian, Subha  
Barocas, Alan  
Beasley, Tassy Lee B.  
Brown, Kristen E.  
Buggs, Keiffer C.  
Carpenter, Melanne J.  
Chang, Esin M.  
Conner, Kelly  
Costa, Jennifer E.  
Crowley, Elaine D.  
Curtis, Jason T.  
Dalrymple, Amy  
Davis, Brian C.  
Dorgan, James Q.  
Ellis, Diane  
Fluke, Joan M.  
Franks, Julie A.  
Gill, Paige P.  
Glazer, Michael  
Grav, Elyndabeth  
Gray, Amy B.  
Grundy, James P.  
Harmon, Mary  
Hesterberg, Earl  
Holtz, Bryan  
Hubert, Jacquelyn E.  
Hybiak, Brian G.  
Jacobs, Consuela K.  
Jones, Michael  
Kaliyaperumal, Sakthi  
Kleiber, Wilfred C.  
Kranc, Lisa R.  
Lampman, Gina  
Lanier, Chris  
Latta, Michael L.  
Lettre, Kenneth J.  
Lundy, Russell A., II  
Mathew, Annie

Matzer, John N., III  
McGuire, Todd M.  
McNaught, Donald C.  
Montgoris, William  
Netzel, Jeanice G.  
Perry, Ollie T.  
Polidori, Robert Wayne  
Rael, Louis C.  
Titcombe, Justin A.  
Venkateswaran, Ravishankar  
Watters, Allan D.  
Weber, Thorsten I.  
Weidemeyer, Deborah L.  
Williams, Archie K.  
Williams, Steven R.  
Willingham, Sabrina L.  
Wright, Howard C.

**SCHEDULE 1(c)**

**Significant Shareholders**

Axar Capital Management LP  
Dimensional Fund Advisors LP  
Paradigm Capital Management Inc.  
Royce & Associates LP

**SCHEDULE 1(d)**

**Bankruptcy Judges for the Southern District of Texas**

Alonzo, Albert  
Attaway, Evangeline C.  
Bradley, David J.  
Castro, Ana  
Castro, Ruben  
Chavez, Jeannie  
Conrad, Tracey  
Do, LinhThu  
Isgur, Marvin  
Jones, David R.  
Lopez, Christopher M.  
Norman, Jeffrey P.  
Portillo, Vriana  
Rios, Mario  
Rodriguez, Eduardo V.

**SCHEDULE 1(e)**

**Bankruptcy Professionals/Ordinary Course Professionals**

A&G Realty Partners LLC  
Berkeley Research Group LLC  
Gordon Brothers Group LLC  
Grant Thornton LLP  
Kurtzman Carson Consultants LLC

## **SCHEDULE 1(f)**

### **Banks/Lenders/Administrative Agents**

|                                      |                                      |
|--------------------------------------|--------------------------------------|
| Alamosa State Bank                   | First Bank Southwest                 |
| American National Bank of Texas, The | First Choice Bank                    |
| Arvest Bank                          | First Citizens Bank                  |
| BancCentral NA                       | First Citizens Community Bank        |
| BancFirst                            | First Commonwealth Bank Inc.         |
| BancorpSouth Inc.                    | First Community Bank                 |
| Bank Midwest                         | First Federal Community Bank         |
| Bank of America Corp.                | First National Bank in Trinidad, The |
| Bank of Commerce & Trust Co.         | First National Bank of Gilmer        |
| Bank of Cushing                      | First Southern National Bank         |
| Bank of Eastman                      | First State Bank & Trust Co. Inc.    |
| Bank of Hazlehurst                   | First Texoma National Bank           |
| Bank of Oklahoma                     | First Volunteer Bank                 |
| Bank of the West                     | FirstOak Bank                        |
| Bank OZK                             | Five Star Bank                       |
| BBVA Compass                         | FNCB Bank                            |
| BMO Harris Bank NA                   | Forcht Bank NA                       |
| Cadence Bank NA                      | Fort Davis State Bank                |
| Capital City Bank Inc.               | Four Corners Community Bank          |
| CB&S Bank Inc.                       | Franklin Bank                        |
| CBT Bank                             | Frazer Bank                          |
| Centera Bank                         | Grundy National Bank                 |
| Century Next Bank                    | Hancock Whitney Corp.                |
| Chemical Bank                        | Happy State Bank                     |
| ChoiceOne Bank                       | Herring Bank                         |
| Citizens Bank & Trust Co.            | Huntington National Bank, The        |
| City Bank & Trust Co.                | International Bank of Commerce Inc.  |
| City National Bank                   | Jonesboro State Bank                 |
| Classic Bank NA                      | JPMorgan Chase & Co.                 |
| Colony Bank                          | Kennett National Bank                |
| Columbus State Bank                  | Kentucky Bank                        |
| Commerce Bank NA                     | Lafayette State Bank                 |
| Community National Bank              | Lamesa National Bank                 |
| Community Trust Bank                 | Landmark National Bank               |
| Connection Bank                      | Limestone Bank Inc.                  |
| Cottonport Bank, The                 | Louisa Community Bank                |
| Crossroads Bank                      | M&T Bank                             |
| Easthampton Savings Bank             | Malvern National Bank                |
| Equity Bank NA                       | Mercantile Bank of Michigan          |
| Essex Bank                           | Merchants & Farmers Bank             |
| Exchange Bank of Missouri            | Mineola Community Bank SSB           |
| Extraco Banks NA                     | Mountain Valley Bank                 |



National Bank of Andrews  
National Bank of Arizona  
NBT Bank NA  
New Mexico Bank & Trust  
Northway Bank  
OceanFirst Bank  
Old National Bank  
One South Bank  
Pathlight Capital LLC  
Pecos County State Bank  
Peoples State Bank  
People's United Bank NA  
PNC Bank NA  
Prosperity Bank  
Queensborough National Bank & Trust Co.  
RCB Bank Inc.  
Regional Missouri Bank Inc.  
Regions Bank  
Sabine State Bank & Trust Co.  
Security Bank Solutions  
Simmons Bank  
Southern Michigan Bank & Trust  
State Bank & Trust Co.  
Steuben Trust Co.  
SunTrust Bank  
Synovus Bank  
Tennessee State Bank  
Tower Community Bank  
Truist Financial Corp.  
TrustCo Bank Corp. NY  
United Cumberland Bank  
US Bank NA  
VeraBank NA  
Wells Fargo & Co.  
West Texas National Bank  
Wilson & Muir Bank & Trust Co.  
Woodforest National Bank Inc.  
Yoakum National Bank, The

**SCHEDULE 1(g)**

**Insurers**

ACE American Insurance Co.  
ACE Property & Casualty Insurance Co.  
Allied World Insurance Co.  
American Bankers Insurance Co. of Florida  
American Guarantee & Liability Insurance Co.  
ANV Holdings BV  
Arch Indemnity Insurance Co.  
Arch Insurance Co.  
Aria (SAC) Ltd.  
Aspen Insurance Holdings Ltd.  
AXIS Insurance Co.  
AXIS Specialty Ltd.  
Beazley Insurance Co. Inc.  
Canopus Insurance Services  
Freedom Specialty Insurance Co.  
Hartford Insurance Co. of the Midwest  
Illinois National Insurance Co.  
Lloyd's of London Ltd.  
National Union Fire Insurance Co. of Pittsburgh, PA  
North American Specialty Insurance Co.  
North River Insurance Co., The  
Old Republic Insurance Co.  
RSUI Group Inc.  
Starr Indemnity & Liability Co. Inc.  
Travelers Property Casualty Co. of America  
U.S. Specialty Insurance Co.  
Wesco Insurance Co.  
Wright National Flood Insurance Co.  
XL Specialty Insurance Co.  
Zurich American Insurance Co.

## **SCHEDULE 1(h)**

### **Landlords**

|                                    |  |
|------------------------------------|--|
| 1109 Cheboygan LLC                 | Associates of Philipsburg LP                         |
| 1212 Partners LLC                  | Atascocita 1692 LLC                                  |
| 13 Associates LLC                  | Athens Investors LLC                                 |
| 177 CD LLC                         | B&B Realty Co.                                       |
| 2015 Shopping Mall Business LLC    | B&B South Park Mall LLC                              |
| 2057 N. Rock Road KS LLC           | B&S Properties                                       |
| 28 Kenton Plaza LLC                | Baker, Greg James                                    |
| 350 Scarlett GPG LP                | Banks Crossing Partners LLC                          |
| 3SBoys LLC, The                    | Barnwell Station LLC                                 |
| 911 Walnut Inc.                    | Barren River Plaza Projects LLC                      |
| AAM - 2001 Airline Drive LLC       | Baxley Shopping Center LLC                           |
| AC Brazos Mall Partners LLC        | Bayside LP   |
| Acadia Realty LP                   | BC Wood Investment Fund II LLC                       |
| ACH Beacon Heights LLC             | Beall, Fallis  |
| ACS Forest Commons MS LLC          | Bear Pointe Ventures LLC                             |
| ACS II Fairview Park Plaza IL LLC  | Beech Lake Commons LLC                               |
| ACS Louisa Plaza KY LLC            | Beer Wells Real Estate Services - East<br>Texas Inc. |
| Action 49 Junction I LLC           | Betty Woodward Family LP                             |
| Action Carthage LLC                | Big Creekwood Commons LLC                            |
| Action Retail Group I LLC          | Big Y Foods Inc.                                     |
| Action Retail Group IV LLC         | Blackstone Partners LLC                              |
| AJMD Cairo LLC                     | BLR LP   |
| AKS 57 NEC FM 2920 Kuykendahl LP   | Blue Empire LLC                                      |
| Alford-Monticello Ltd.             | Blue Quail LLC                                       |
| Alpha Lake Ltd.                    | BOBRAL LLC   |
| ALS Telfair - Perlis LLP           | Bond-Gunderson Co.                                   |
| Altmore Realty LLC                 | Boothel Shopping Center LLC                          |
| Amarillo Dunhill LLC               | Bosque River Center Realty LLC                       |
| Amory LLC                          | Brandywine Crossing LLC                              |
| Apache Development Corp.           | Brazos Shopping Center LLC                           |
| Arab Town Plaza LLC                | Brazos TC - Partnership A LP                         |
| ArciTerra OS Mt. Pleasant IA LLC   | BRE RC 1890 Ranch TX LP                              |
| ARCP MT Lafayette IN LLC           | BRE RC Southpark II TX LP                            |
| ARCP MT Springfield IL LLC         | BRE Retail Residual NC Owner LP                      |
| Ardmore Dunhill LLC                | BRF LLC  |
| Argo Klamath Two LLC               | Briarwood Durant LP                                  |
| Arnold Crossroads LLC              | Bright-Meyers Oneida LP                              |
| Arrowhead Mall LLC                 | Brixmor GA Apollo I TX Holdings LLC                  |
| Artesian Square LLC                | Brixmor GA Merchants Central LP                      |
| AS 93 SH 130 SH 45 LP              | Brixmor GA Moundsville LLC                           |
| Ash Investors LLC                  | Brixmor Holdings 12 SPE LLC                          |
| Ashley/Karns/Baker Properties Ltd. |  |

Broadmoor Towne Center LLC  
 Brookhaven I LLC  
 Brooklife Church Inc.  
 Brown Investments LP  
 Brown, E.H.  
 Brownfield Plaza LP  
 Brumfield Properties Inc.  
 Burley Crossing LLC  
 Burnsville Center SPE LLC  
 Burro Village LLC  
 BVA Willow LLC  
 BVC Oakwood Commons LLC  
 BWSC Ltd.  
 BY Edinburg Center Ltd.  
 BY Mission Texas WM Ltd.  
 BY Strawberry Square Ltd.  
 Byzantine Inc.  
 C&G Investments LLC  
 Camden Center #23  
 Canal Place LLC  
 Carbondale Real Estate LLC  
 Carolina Enterprises Inc.  
 Carver Resources LLC  
 Catalyst Westowne LLC  
 Cavalier Square LP  
 CBL & Associates Management Inc.  
 CBL SM-Brownsville LLC  
 CDC Marianna II LLC  
 Cedar Ridge LLC  
 Cedar Tree Management Co.  
 Cedar-Carll's Corner LLC  
 Center Plaza Inc.  
 Central Mall Port Arthur  
 Central Mall Texarkana  
 Centro NP Holdings 11&12 SPE LLC  
 Century Grenada LLC  
 Chalmette Retail Center LLC  
 Charles H. Allen Estate  
 Cherry Tree Plaza LLC  
 Chestnut Ridge Associates LLC  
 Chimney Creek Ltd.  
 Christopher Partners LLC  
 CIII BSCMS06-PWR12 Tappahannock TC  
 Clarion Associates LP  
 Clark Brothers LLC  
 Clarksdale Center Inc.

Clements Construction & Realty Co.  
 Clintmont Co. Ltd.  
 CM Morris Corners LLC  
 Coggins Family Partnership LLC  
 Cole MT Rapid City SD (I) LLC  
 Colonial Square Associates LLC  
 Colony Square LLC  
 Commerce Station LP  
 Commons Associates LP  
 Conecuh River Shares  
 Conn Appliances Inc.  
 Conroe Crossroads Center LP  
 Consolidated Properties of New York LLC  
 Cooper Realty Investments Inc.  
 Copeland - Scarboro LLC  
 Copperwood Village LP  
 Cortez Plaza LLC  
 Coshocton Plaza LLC  
 CP Mall Ltd.  
 CPEG Malta LLC  
 CPP River Falls SPE I LLC  
 Crossroads Greenville Properties Ltd.  
 Crown Hill Associates  
 Cruz Alta Plaza LP  
 Cuero Retail Partnership  
 Culpepper, John C.  
 Cumberland WVR LLC  
 CWC 2006-C1 - 507 Park Lane LLC  
 Daniel G. Kamin Plymouth Landing LLC  
 Danville Manor LLC  
 David Hocker & Associates Inc.  
 DBRA Athens Property Investments LP  
 DCM Ltd.  
 DCTN3 Texas Portfolio No. 1 LLC  
 Dearcom Holdings LLC  
 DeKalb Plaza Ltd.  
 Dellavalle, Eugene A., Jr.  
 Delta Properties LLP  
 Demopolis Towne Center LLC  
 Des Moines Associates  
 Desoto Plaza Associates LLC  
 DeVille Developments LLC  
 Dew Claw LLC  
 DF Nickerson LLC  
 Diamond Mountain Shopping Center LLC  
 District LC, The

DJ Trust, The  
DNZ LLC  
Douglas Center Trust Account  
Douglas Retail I LLC  
DWH Development Co.  
E&L Investors  
Eagle Mountain Center LLC  
Eagle-North Hills Shopping Centre LP  
East Luray LLC  
Eastland Retail LLC  
Edge Church, The  
Elgin Uncommon Holding Ltd.  
Elkton Associates LP  
Ellwood City Development LP  
EMD Fort Scott LLC  
Ennis Crossroads Plaza LLC  
Enterprise Eagle Pass Associates LP  
EP Downtown LLC  
EREP Northlake I LLC  
ERSHCO LLC  
Evansham Square Shopping Center  
Fairway 35 LLC  
Fayette Plaza CMBS LLC  
FC Riverdale Shopping Center LLC  
Felts Plaza Inc.  
Finkelstein-Levy Inc.  
First National Bank of Bastrop, The  
First Van Wert LLC  
Five Hills Ltd.  
Fletcher Bright Co.  
FNRP Ashland LLC  
Fogel, Steven J.  
Fort Williams Square LLC  
Fortier Properties LLC  
Forwood SB LLC  
Four Corner Plaza LLC  
Four Owls Hill Country Square LLC  
Four Taylor's LLC  
Fox Run Business Park LLC  
Fox Run LP  
Franklin Fickett Charitable Foundation  
Frank's Real Estate Inc.  
Freedom Group LLC  
Fremont Mall LLC  
Frida Capital Investments LLC  
Friedman Management Co.

Fulton Commons LLC  
FWI 40 LLC  
G&N Properties LLC  
G3C Weslaco Westgate LLC  
Gabrielsen & Co.  
Gainesville Realty Ltd.  
Gardenside Center LLC  
Garrett, Blake P., Jr.  
Gary Waller Investments LP  
Gator Coastal Shopping Centre LLC  
GEJ Inc.  
Gem City Properties LLC  
Geneva Shopping Center LLC  
GGIA II Ltd.  
GGP LP  
Giddings LP  
Gils Shopping Center Investments LLC  
Glen Marye Properties LLC  
Gonzales Marketplace LLC  
Goodner, Thomas  
Goodrich Des Moines LLC  
Graham LP  
Grand Central Holding LLC  
Grand Forks INREIT LLC  
Grandview Ltd.  
Gravois Bluffs III LLC  
Great Plains Developments LLC  
Greenbrier Valley Mall LLC  
Gregory Place Shopping Center LLC  
Guardian Investor Services LLC  
Gun Barrel Jackson LLC  
Habersham ZMCS LLC  
Happy Camper LLC  
Hardware Management Co. LLC  
Harjust Management LLC  
Harmon's Inc.  
Harris Diversified Services Inc.  
Harris Realty  
Harris, Carolyn  
Harris, Raymond  
Harrison Center LLC  
Hartsville Mall Co.  
Harvey Square LP  
Hasco Thibodaux LLC  
Hauppauge Properties LLC  
Hays Mall LLC

Hazard Development Partnership, The  
 Hazlehurst Village Shopping Center LLC  
 HC Anchorage  
 HEB Grocery Co. LP  
 Heber Springs Shopping Center LLC  
 Henderson Plaza Realty LP  
 Hereford Properties LLC  
 Heritage of Newberry Inc., The  
 Hicky, DuPuy L.  
 Hicky, James  
 Hicky, Philip, II  
 Hill, Charles W.  
 HJH Talladega 1 LLC  
 Hocking Mall LLC  
 Hood River Center LLC  
 Horn, Mark  
 Houston County Realty Ltd.  
 Howell, R. M.  
 Howell, T. B., Jr.  
 HP Taylorville LLC  
 HSB Properties LLC  
 Hudson Retail LLC  
 Hughes Appliance Inc.  
 Humboldt Commons LLC  
 Humboldt Rio West LLC  
 Hunter Sky Capital LLC  
 Huntingdon Plaza LLC  
 Huntsville Portfolio Associates LLC  
 Hupps Mill Plaza Associates LLC  
 Huron Crest Plaza LLC  
 Hy-Vee Inc.  
 IDEA Inc.  
 IH 35 Loop 340  
 Indianola Plaza Co.  
 IRC Princess City Plaza LLC  
 IRC Retail Centers Inc.  
 J&A Bremen Development LLC  
 J&J Chrisman LLC  
 Jack & Florence Berlin Foundation  
 Jackson Plaza Realty LLC  
 James W. Sizemore & Family LP  
 Jasper Crossroads Partnership LP  
 JB Levert Land Co. LLC  
 JBL Tomball Plaza LLC  
 Jebco Properties LLC  
 Jefferson Associates LP

Jefferson City Investors LLC  
 Jefferson Mount Pleasant Ltd.  
 JHJ Ozark LLC  
 JMD-Del Rio LLC  
 JMK 5 Texas City LLC  
 Joe Amato Properties LP  
 Johnnie Trochta & Associates  
 Johnson Johnson & Associates Inc.  
 Johnstown Comrie Associates LLC  
 Jones, Clifton M.  
 Josef & Mikel LLC  
 Julia Trust LLC  
 Justice, Jack  
 JW Franklin Co.  
 JWV Inc.  
 Kahlig Enterprises Inc.  
 Kaufman West County Center LLC  
 Kenosha Southport LLC  
 Kent Plaza Associates LLC  
 Kenway Investments LLC  
 Kenwood Shopping Centre  
 Kerr Manistee LLC  
 KG Holdings LP  
 KGI Gorham LLC  
 Kilgore VF LLC  
 Kimble Development of Amite LLC  
 Kimble Development of New Roads LLC  
 Kimble Development of Ville Platte LLC  
 KIMCO Realty Corp.  
 King Country Village LLC  
 Kingstree Square LLC  
 Kirksville Shopping Center  
 Klement Texas Ltd.  
 KNA Family LLC  
 Kotis Holdings LLC  
 KPS King Properties of Seguin LP  
 Kroger Center Morehead LLC  
 Kroger LP 1  
 KY Paintsville Mayo LLC  
 LA Fremont Investments LLC  
 Lafayette Plaza LLC  
 Lake Charles Gardens LLC  
 Lake Manawa G LLC  
 Lakeport Commons Center LLC  
 Las Pampas Square  
 LaSalle Shopping Center LLC

LB-UBS 2007-C6-Pulaski Station LLC  
Levin Properties Inc.  
Libby Punxy Associates LP  
Libby, Harold L.  
Libby, Robert S.  
Liberty Shopping Center LP  
Liberty Square GA LLC  
Lindsey Pine Plaza LLC  
Lindy-Zell WM 2008 LLC  
Live Oak Center LLC  
Live Oak Village Shopping Center LLC  
Livingston Shopping Center Ltd.  
LOAR LLC  
Lobo Street LLC  
Lombard Group Texas LLC  
Longview BJ Partners LLC  
LowtherBrothers LLC  
Ludington Center LLC  
Lukin Investment Partners LLC  
LV Legion LLC  
Lynda Corp.  
Lynn Park Shopping Center  
M&C Rental & Leasing Co.  
MA Bucktail Village LLC  
MA Phelan II  
Macerich Property Management Co. LLC  
Macerich South Park Mall LLC  
Madison Land Ventures LLC  
Madison-East Towne LLC  
Magee Shopping Center LLC  
Main Street NA Parkade LLC  
Mall at Midland Park LLC  
Mall del Norte  
Malone Plaza Realty LLC  
MAP Shelbyville LLC  
Mark Twain Village LLC  
Market Place at Waxahachie, The  
Marketplace on First LLC  
Marlec Inc.  
Marrero Land & Improvement Association  
Ltd.  
Marshall Mall Investors  
Marshall Plaza LLC  
Mary Lake Realty Co.  
Mazon, Eli  
MBC Properties LP

MBSB Guylane LLC  
McCarley Family LP  
McCreless Market LLC  
McDowell Square Associates LLC  
Meadowbrook Square LLC  
Meadows Marketplace Shopping Center LP  
Mellor Park Mall  
Mercedes Plaza Management  
Merge Holdings LLC  
Meridian CenterCal LLC  
Mexwest LLC  
Meyerland Retail Associates LLC  
Midland 256 Rampart LP  
Midland Empire Retail LLC  
Midland Greencastle LLC  
Midland Kaufman LP  
Midland Sylvan LP  
Milford Plaza Enterprises  
Miller Family Trust  
Millington Plaza Partners LLC  
Mimco Inc.  
Minden Retail LLC  
Miramar Beltline GP LLC  
Mitch Properties LP  
ML Plaza LLC  
Monroe Retail Group LLC  
Morrison, Olen Lee  
Moultrie Square LLC  
Mountain Home Urban Renewal Agency  
MTK Properties LLC  
Multistate Holdings  
Murphy, Gene  
National Retail Properties LP  
Neely-Barstow Investments  
Netco Investments Inc.  
New Boston Partners LLC  
New Castle Equities LLC  
New Market - Champions LLC  
NG Richmond Hill LLC  
Nogales Plaza Shopping Center LP  
Noland Fashion SC LLC  
North Plains Mall LLC  
Northline Commons LLC  
Northridge Shopping Center  
Northshore Plaza LP  
NorthStar Properties Inc.

Nueces-Holliday Maverick Partners II Ltd.  
 Ohio River Plaza Diversified I Fund LLC  
 Old Fallon LLC  
 OMZ King George LLC  
 One Ten Corp.  
 One-Eleven LLC  
 Oneida Co. Ltd.  
 OP1 LLC  
 Orange MarketPlace LP  
 Orangehurst Venture LP  
 Oriole Oil Co.  
 Page Station LLC  
 Palms Crossing Town Center  
 Park Dell SC #53  
 Parkdale Mall  
 Pay & Save Inc.  
 PCM Delta Properties LLC  
 PDQ Israel Family Countryside LP  
 Peachtree Plaza of Louisville Inc.  
 Pearland Dunhill 1 LLC  
 PEBB O'Fallon LLC  
 Pebbles Holdings II LLC  
 Pena Riverview Investments  
 Penman Russellville LLC  
 Penn Yan LLC  
 Pennmark Clearfield Holdings LLC  
 Pennsville Acquisitions LLC  
 Perth Co.  
 Petoskey Mall Associates LLC  
 PFE Leasing LLP  
 Phillips Edison & Co.  
 Pine Bluff Plaza LLC  
 Pine Grove Plaza Associates LLC  
 Pine Plaza LLC  
 Pinnacle Hills  
 Pioneer Square Lamesa LP  
 Plaquemine Marketplace LP  
 Plaza-AL LLC  
 POM-College Station LLC  
 Ponca Partners LLC  
 Port Lavaca Retail Group LLC  
 Portairs Partners  
 Portland Retail Group LP  
 Prime Malvern Plaza LLC  
 Prime Realty Estate US Properties Inc.  
 Property Development Account

Protector Property Management LLC  
 PTC TX Holdings LLC  
 Puente Partners LP  
 PWREI Greensburg LLC  
 QRF WISE LLC  
 R.L.P. Development Co. Inc.  
 RADR Ltd.  
 RAF Celina LLC  
 Ramsey & Ramsey  
 Rancho Harlingen Corners LLC  
 RB River IV LLC  
 RB River VI LLC  
 RCG Circleville LLC  
 Regency Bedford LLC  
 Regency Bucyrus LLC  
 Regency Campbellsville LLC  
 Regency Columbia City LLC  
 Regency Commercial Associates LLC  
 Regency Commercial Associates LP  
 Regency Cut Off LLC  
 Regency DeRidder LLC  
 Regency Elkins LLC  
 Regency Jackson Square LLC  
 Regency Kimball LLC  
 Regency Madison LLC  
 Regency Mount Vernon LLC  
 Regency Northern Indiana LLC  
 Regency Oxford II LLC  
 Regency Prairie du Chien LLC  
 Regency Princeton LLC  
 Regency Seymour LLC  
 Regency Southwind LLC  
 Regency Summersville LLC  
 Regency Tell City LLC  
 RGC Starr Retail Ltd.  
 Rick Hoover Properties Inc.  
 Riddle Properties LLC  
 Rifkin, James H.  
 Rim Country Mall SPE LLC  
 Rio Grande Associates LP  
 River City Mall of Keokuk Iowa LLC  
 River Ridge-College Square LLC  
 River South Commons LLC  
 Rivermart LLC  
 Riverside Plaza Shopping Center LLC  
 RMLP Associates LP



Robert M. Allen Family LP  
Robert N. Graham LLC  
Robson Properties Ltd.  
Robson, Frank  
Robson, Frank C.  
Rock Hard Real Estate LLC  
Rockstep Lagniappe Village LLC  
Rockstep McComb LLC  
Rockstep Opelousas LLC  
Rockstep Starkville LLC  
Rocky Mount Development Co. LLC  
Rodgers Family LP  
Rohana, Laura A.  
Rosecroft Center LLC  
Rosemyr Corp., The  
Routh, Todd  
Roxborough Associates LLC  
Royal Plaza Associates LP  
Royal Square LLC  
Royale Property Management Ltd.  
RPAI Southwest Management LLC  
RPS Properties  
RRE Realty Partners Ltd.  
RS Shopping Center Associates LLC  
Ruffin, Phillip G.  
Ruston Center LLC  
Ruth Management LLC  
S&E Enterprise LLC  
Salem Plaza Realty Partners LP  
Salem Shopping Center LLC  
Sam, David  
San Juan Association of Realtors  
Sandra Corp., The  
Savoy-Texas LLC  
Sayre Developers LLC  
SB Retail Group Carlsbad LLC  
Schneiter LLC  
Scotland Crossing Investors LLC  
SDB Properties LLC  
Sea Aire Shopping Center  
Seaford Village LLC  
Seaway Plaza Realty LLC  
Seminole SC LLC  
Senatobia Plaza LLC  
Sentry Properties Ltd.  
SFP Pool Seven LLC

SGS Properties Inc.  
Shenandoah Investors LLC  
Sherwood, Robert Scott  
Shops at Abilene LP  
Shops at Crawfordsville LLC  
Shops at Dillon LLC  
Shops of Granbury Ltd., The  
Shore Plaza Shopping Center LLC  
Sibley Investments LLC  
Signature Plaza of Siloam Springs LLC  
Silver City Investors  
Simon Property Group LP  
Simon, Irene  
Simon, Mike  
SJ Trust, The  
Skyline Properties LLC  
Smith's Food & Drug Centers Inc.  
SMT Littlefield Partners Ltd.  
Solid Cap Properties LLC  
Somerset Investment & Holdings LLC  
South East Investment Group LLC  
Southaven Towne Center  
Southeastern Ohio Management Co. LLC  
Southeastern Realty LLC  
Southern Hills Shopping Center  
Southern Shopping Center  
Southgate Associates LLC  
Southgate Investors LLC  
Southgate Plaza Associates LLC  
SP Porters Vale LLC  
Spiegel & Spiegel PA  
Spirit Realty LP  
Spring Park Property Owner LLC  
Spring Town Plaza Inc.  
Springfield Realty Corp.  
Springhill Shopping Center LLC  
SSS Fondren Marketplace LLC  
St. Albans Center II LLC  
Standard Property Group LP  
STL BTS LLC  
Stockbridge Northridge LLC  
Sugarland Shopping Center LLC  
Sulphur Partners Ltd.  
Summer Grove LLC  
Sunbury Plaza LLC  
Sunset Mall SPE LP

Sunshine Heights LLC  
Surmac Investments LLC  
SUSO 1 Highland LP  
SUSO 3 Southgate LP  
SUSO 4 Smithfield LP  
Sweetwater Center LLC  
Sylvester Plaza Ltd.  
T&W Investments Ltd.  
Tabani Natchez Mall LP  
Tallahatchie Centre LLC  
Talon Properties LLC  
Tamarack Village Shopping Center LP  
Taylor Plaza LLC  
Taylorsville (Taylorsville) WMB LLC  
TCP LA Partners LP  
TCP Ryan Street LLC  
TDC Genesee LLC  
TDK Holdings LLC  
Teachers' Retirement System of Kentucky  
Tejas Center Corp.  
Temples Co., The  
Terrace PT LLC  
Teton Venture LLC  
Texas Rendezvous LP  
TFG San Marcos SC LP  
TGK Properties Ltd.  
TGO Holdings LLC  
Thomson Plaza (Pte.) Ltd.  
Thornton Town Center 05 LLC  
Thrift Group Inc.  
Tiffin Westgate Co.  
Times Square LLP  
Times Square Realty LLC  
Tioga West LP  
TKG Coral North LLC  
TKG Lincoln Crossing LLC  
TKG Morganfield Development LLC  
TKG Truman Lake Mall LLC  
TMM Investments Ltd.  
TOD Properties LLC  
Tolson Investments LLC  
Tolson, Harvey A.  
Tomorrow IX Broadmoor LP  
Towanda PA Holding LLC  
Tower Park Management Corp.  
Town Square Development

Town Square LP  
Tred Avon LLC  
Tres Palmas Inc.  
Tri-County Plaza 1989 LP  
Truppman, Edward S.  
TSCA-50 LP  
TVM CenterCal LLC  
Twin City Estate Corp.  
U.S. Properties Group Inc.  
Union City Realty Nominee Trust  
United Properties Corp.  
University Plaza Shopping Center  
Partnership  
US Realty 87 Azle Associates  
Valencia Hills Partners LP  
Valente 901 Polk Inc.  
Valley View Lafayette LLC  
Vernon Hillcrest LLC  
Vestar Bowles Crossing LLC  
Victoria Mall  
Victoria Retail Group LLC  
Vidalia Associates LLC  
Vidor Crossroads LLC  
Village Center LLC  
Village Center Trust  
Village Green Shopping Square  
Village Plaza Shopping Center LLC  
W&C Properties of NC LLC  
Wailes, P., III  
Walmart Realty Co.  
Warrenton Center LLC  
Washington Park Mall  
Washington Plaza LLC  
Waterloo Center LLC  
Wayne Heights Mall LLC  
Weatherford Plaza LLC  
Webster Interests Marble Falls LLC  
Weddington Plaza Partners LLC  
Wegmans Food Markets Inc.  
Weingarten Realty Investors Inc.  
WEP Land Holdings LLC  
West County Investors LLC  
West Hill Group LP  
West Sylva Main LLC  
West Wheatland LLC  
Western Alliance Bank

Western Square Investments Inc.  
Westerville Square Inc.  
Westfall Town Center  
Westgate Mall  
Westside CC LLC  
Westview Center LP  
WG REG Fort Stockton LLC  
Wharton, G. E.  
Wharton, J. E.  
WHLR Alex City Marketplace LLC  
WHLR Forrest Gallery LLC  
WHLR Fort Howard Square LLC  
Williamsburg Dove LLC  
Willow Bend Apartments LLC, The  
Willow Oaks Associates  
Wilson & Muir Plaza LLC  
WJ Investments Inc.  
WRD Shippensburg LP  
WRI-AEW Lone Star Retail  
Yoramco-Cornerstone LLC  
Zaid Properties Walnut LLC  
Zaradieter Partners LP  
ZBY3/Browning Brothers

**SCHEDULE 1(i)**

**Litigants**

Crosby, Maya  
CXT Systems Inc.  
Eufracio, Joseph  
GCCLE Shadow Creek LP  
Harris, Iesiah  
KNS International LLC  
MSRF Inc.  
O'Neal, Kaisha  
Qazi, Maleeha  
Rucker, Spencer  
Sharp, Kathryn  
Southwest Specialty Food Inc.  
Tamarack Village Shopping Center LP  
TFI Inc.  
Trend Offset Printing Services Inc.  
Tromley, Jennifer  
Western Glove Works Ltd.

**SCHEDULE 1(i)**

**Significant Contract Counterparties**

|                                       |                                   |
|---------------------------------------|-----------------------------------|
| 7Miles Global                         | Softvision LLC                    |
| 9th Wonder - Houston LLC              | Speech Interface Design Inc.      |
| Adobe Systems Inc.                    | Staffmark Group                   |
| Arandell Corp.                        | Truebridge Resources LLC          |
| Bridgeline Digital Canada Inc.        | TydenBrooks                       |
| Cass County Electric Cooperative Inc. | UltraShipTMS                      |
| CES Ltd. LLC                          | Weather Trends International Inc. |
| Connective Talent Corp.               | WPromote LLC                      |
| EC Tax Solutions Inc.                 |                                   |
| EiS Technologies Inc.                 |                                   |
| Estée Lauder Cos. Inc.                |                                   |
| F&D Reports & CreditnTell             |                                   |
| Frontier Communications Corp.         |                                   |
| Garda CL Northwest Inc.               |                                   |
| HeadCount Corp.                       |                                   |
| Henry Doneger Associates Inc.         |                                   |
| Houston NFL Holdings LP               |                                   |
| IBM Corp.                             |                                   |
| Kelly Services Inc.                   |                                   |
| Laser Imaging Inc.                    |                                   |
| LiveRamp Inc.                         |                                   |
| LSI Services Inc.                     |                                   |
| M.A. Folkes Co. Inc.                  |                                   |
| Macy's Inc.                           |                                   |
| Magellan Healthcare Inc.              |                                   |
| Marc-Allen Associates Inc.            |                                   |
| MessageOne Inc.                       |                                   |
| Modis Inc.                            |                                   |
| MoovWeb                               |                                   |
| MotivAction LLC                       |                                   |
| Naini Infotech Inc.                   |                                   |
| NCR Corp.                             |                                   |
| NEJ Inc.                              |                                   |
| NMR IT Inc.                           |                                   |
| Pandora Media Inc.                    |                                   |
| PayScale Inc.                         |                                   |
| PC Connection Inc.                    |                                   |
| QVS Communications                    |                                   |
| Retail Equation Inc., The             |                                   |
| Retek Information Systems             |                                   |
| Robert Half Technology Inc.           |                                   |
| SAS Institute Inc.                    |                                   |

## **SCHEDULE 1(k)**

### **Significant Vendors**

360i LLC  
4Legs Inc.  
9th Wonder - Houston LLC  
Accutime Watch Corp.  
Adam Tala Inc.  
Adidas AG  
Adobe Systems Inc.  
Agron Inc.  
Alfred Dunner Inc.  
Alpha Garment Inc.  
Ambiance USA Inc.  
American Cat Club LLC  
American Exchange Time LLC  
Anchor Hocking  
Art & Cook Inc.  
Artissimo Designs  
Associated Footwear Inc.  
Athra NJ Inc.  
Authentic Warehouse LLC  
Azzure Home Inc.  
Bali Co.  
Bali Intimates  
Bay Island LLC  
Ben Elias Industries Corp.  
Bendon Inc.  
Best Accessory Group.  
Best Ride on Cars  
Biddeford Blankets LLC  
Blue Dot USA Inc.  
Boston Warehouse  
Brand Headquarters LLC  
Branded Custom Sportswear Inc.  
Briggs NY Inc.  
Byer - Paquette Petites  
Byer California Inc.  
Caleres Inc.  
Caleres Inc. - Lifestride  
CD II Fashions LLC  
Channel Control Merchants LLC  
Chaps  
Chaps - Ralph Lauren  
Chapter 3 Inc.

CHD Home Textiles LLC  
Children's Apparel Network Ltd.  
City by City  
Coastal Cocktails Inc.  
Coca-Cola Bottlers  
College Concepts Inc.  
Colosseum Athletics Corp.  
Colosseum Athletics Inc.  
Columbia Sportswear Co.  
Complex Industries Inc.  
Cosmopolitan Cosmetics Inc.  
Creative Beauty Concepts  
Crest Brands LLC  
Crew Knitwear LLC  
Crystal Art of Florida Inc.  
CTE  
Dajon Inc.  
Delta Galil USA  
Design Styles  
Dex USA Inc.  
Direct Home Textiles Group  
Direct Link Sourcing LLC  
Disorderly Kids LLC  
Dockers Footwear  
Dream Home NY LLC  
Dreamwear Inc.  
E.S. Originals Inc.  
Eaststar Solutions Ltd.  
Elis LLC  
Elizabeth Arden - Flawless Finish  
Elizabeth Arden Inc.  
E-Lo Sportswear LLC  
Enchante Accessories Inc.  
Eric Jay Ltd.  
ESO  
Euroitalia USA Inc.  
European Home Design LLC  
Evergreen Enterprises  
Fantasia Accessories Ltd.  
Fashion Manufacturing Co.  
Fashion Options Inc.  
Federal Express

FedEx Freight  
Fencepost Productions Inc.  
Ferruche  
Fila USA Inc.  
Florida Private Labeling  
Footwear Unlimited - Baretraps  
Fred David International USA Inc.  
G Mason Group LLC  
Ghirardelli Chocolate Co.  
Gina Concepts LLC  
Gina Group LLC  
Gloria Vanderbilt Apparel Corp.  
GMA Accessories Inc.  
Google Inc.  
Gourmet Home Products LLC  
Grace Apparel  
Grasshoppers  
Great American Beauty Inc.  
Green Crystal Aroma Inc.  
GW Acquisition LLC  
H.E.R. Accessories Ltd.  
Hanna's Handiworks LLC  
HDS Trading Corp.  
High Life LLC  
HNW Industry Inc.  
HNW Industry Inc. - Flypaper Jeans  
Home City Inc.  
Home Dynamix LLC  
Home Essentials & Beyond Inc.  
Home Expressions Inc.  
House of Primavera  
Houston NFL Holdings LP  
HSR Apparel Group Inc.  
Hybrid Promotions LLC  
Idea Nuova Inc.  
Ikeddi Enterprises Inc.  
Indio Products  
Inovatex LLC  
International Intimates  
Interparfums Luxury Brands  
ITS Partners LLC  
IVL Holdings Inc.  
iWorld  
Izzi  
J.B. Hunt Transport Inc.  
J.C.S. Apparel Group Inc.

Jacky & Lauren Inc.  
Jimco Lamp & Manufacturing Co.  
JTS Inc.  
KA & F Group LLC  
Kayser-Roth Hosiery  
Kellwood - Democracy  
Keyes Consulting Ltd.  
KHQ Investment LLC  
Kidz Concepts LLC  
Kinfine USA Inc.  
KNS International LLC  
Kurt S. Adler Inc.  
L2 Brands LLC  
Lanco Apparel LLC  
Land 'N' Sea Inc.  
Landstar Ranger Inc.  
Lau Enterprises Ltd.  
LC Industries Inc.  
Lee Jeans Co. Inc.  
Lennox Industries Inc.  
Levi / Jeanswear  
Levi Strauss & Co.  
Lifeworks Technology Group LLC  
Linzy Toys Inc.  
Longlat Inc.  
LR Resources Inc.  
LT Apparel Group  
Luttrell Investments Inc.  
LXR & Co.  
M&M Trading BV  
M. Hidary & Co. Inc.  
Maidenform Brands LLC  
Malden International Designs Inc.  
Maran Inc.  
Marketplace Brands LLC  
Marsala  
Marvin Leeds Marketing Services Inc.  
Melissa & Doug LLC  
Mellow World  
Monarch Apparel Group Inc.  
Morley Candy Makers Inc.  
MSRF Inc.  
My Pillow Inc.  
Mystic Inc.  
Nautica International Inc.  
NES Group Ltd.

New Balance Inc.  
New Deal Logistics LLC  
New High-End Wholesale LLC  
New View Gifts & Accessories Ltd.  
Nicole Brayden Gifts LLC  
Nike Inc.  
Nike-Apparel  
Nine West Group Inc.  
North Point Trading Inc.  
Northpoint Trading Inc.  
Olivet International Inc.  
One Step Up - Elite  
One Step Up - RBX  
One Step Up - Wanted Division  
One Step Up Ltd.  
OshKosh B'gosh Inc.  
Oved Apparel Corp.  
Pandora Media Inc.  
Pandora Media LLC  
Paris Presents Inc.  
Pegasus Home Fashions Inc.  
Peking Handicraft Inc.  
Pelican Products Inc.  
Perfume Center of America Inc.  
Playtek LLC  
Playtex Apparel Inc.  
Ponte Vedra Gifts & Accessories Co. LLC  
PPI Apparel Group  
Project 28 Clothing LLC  
Puma  
Puma North America Inc.  
Puma SE  
R. Torre & Co. Inc.  
Ralph Lauren Corp.  
Randa Accessories Leather Goods LLC  
Reflex Sales Group Inc.  
Revise Clothing Inc.  
Rocket Fish Inc.  
Rolf C. Hagen (USA) Corp.  
Ruby Rd. Inc.  
Sak, The  
Select Brands Inc.  
Select Brands LLC  
Senior Brands LLC  
Sheralven Enterprises Ltd.  
Silver Buffalo LLC

Simpson, Jessica  
Sixtrees USA Ltd.  
Skechers USA Inc.  
Skinny Mixes LLC  
Skiva International Inc.  
Sono Inc.  
Southwest Specialty Food Inc.  
Special T Imports Inc.  
Sperry  
Sportswear Group Ltd., The  
Star Children's Dress Co.  
Stride Rite Corp. - Keds Division  
StyleCraft Home Collection Inc.  
Supreme International LLC  
TFI Inc.  
Top Pick Global Inc.  
Totes Isotoner  
Trade Cie LLC  
Trademark Global Inc.  
Tramever Inc.  
Transport Solutions  
Traveler's Choice Travelware  
Travelers Club Luggage  
Tri-Coastal Design Group Inc.  
Turn On Products Inc.  
UMA Enterprises Inc.  
UPS Freight LTL  
Valyria LLC  
Vanderbilt Homes Products LLC  
VANS Inc.  
VF Jeanswear Ltd.  
Vibes Media LLC  
Western Glove Works Ltd.  
Westport Corp.  
Wicked Fashions Inc.  
William Carter Co., The  
Willowbrook Co., The  
Wolverine World Wide Inc.  
Yankee Candle Co. - CBC  
Yankee Candle Co. Inc., The  
YMI Jeanswear Inc.  
Zigi USA LLC



**SCHEDULE 1(l)**

**U.S. Trustee Office Personnel for the Southern District of Texas**

Boykin, Jacqueline  
Duran, Hector  
Griffin, Barbara  
Hobbs, Henry G., Jr.  
Johnson-Davis, Luci  
Livingstone, Diane  
March, Christine  
Motton, Linda  
Otto, Glenn  
Schmidt, Patricia  
Simmons, Christy  
Smith, Gwen  
Statham, Stephen  
Waxton, Clarissa

**SCHEDULE 1(m)**

**Utilities**

|   |  |
|---|--|
| Alabama Power Co.                       | Omaha Public Power District                |
| Allegheny Power                         | Pennsylvania Electric Co.                  |
| Alliant Energy Corp.                    | PNM Resources Inc.                         |
| Allied Waste Services                   | Rocky Mountain Power Inc.                  |
| Ameren Corp.                            | Stanley Convergent Security Solutions Inc. |
| Ameren Illinois Co.                     | Vectren Corp.                              |
| American Electric Power                 | Waste Connections of Dallas                |
| Arkansas Western Gas Co.                | Waste Management Inc.                      |
| Atmos Energy Corp.                      | Westar Energy                              |
| Bell Consultants LLC                    | Wisconsin Electric Power Co.               |
| CenterPoint Energy Inc.                 | Wisconsin Public Service Corp.             |
| City Water Light & Power                | Xcel Energy Inc.                           |
| Cleco Power                             |  |
| Colorado Springs Utilities              |  |
| Consumers Energy Co.                    |  |
| CPS Energy                              |  |
| Dallas Public Utilities Board           |  |
| Delmarva Power & Light Co.              |  |
| Dominion North Carolina Power           |  |
| Duke Energy Corp.                       |  |
| Duke Energy Ohio Inc.                   |  |
| Duke Energy Progress LLC                |  |
| eMedia Network Inc.                     |  |
| Engie SA                                |  |
| Entergy Corp.                           |  |
| GDF Suez                                |  |
| Georgia Power Co.                       |  |
| Granite Telecommunications LLC          |  |
| Green Mountain Power Corp.              |  |
| GTT Americas LLC                        |  |
| Independence, City of (MO), Utilities   |  |
| Kansas City Power & Light Co.           |  |
| Kentucky Utilities Co.                  |  |
| Madison Gas & Electric Co.              |  |
| MidAmerican Energy Co.                  |  |
| Mishawaka, City of (IN), Utilities      |  |
| Mood Media Corp.                        |  |
| National Grid plc                       |  |
| New York State Electric & Gas Corp.     |  |
| Northern Indiana Public Service Co. LLC |  |
| NRG Energy Inc.                         |  |
| Oklahoma Gas & Electric Co.             |  |

## SCHEDULE 2

[illegible]

| Name of Entity Searched  | Name of Entity and/or Affiliate of Entity, that is a K&E Client  | Status  |
|--|--|---|
|  | Benjamin Klein<br>BofA Securities, Inc.<br>Merrill Lynch (Asia Pacific) Limited<br>Merrill Lynch Capital Services, Inc.<br>Merrill Lynch Far East Limited<br>Merrill Lynch, Pierce, Fenner & Smith Incorporated  | Current<br>Current<br>Current<br>Closed<br>Closed<br>Current  |
| Bank of the West   | Bank of the West<br>BNP Paribas<br>BNP Paribas FS, LLC<br>BNP Paribas S.A.<br>BNP Paribas Securities (Asia) Limited  | Closed<br>Closed<br>Closed<br>Closed<br>Current   |
| Barnwell Station LLC<br>Commerce Station LP<br>Phillips Edison & Co. | PECO Real Estate Partners<br>Phillips Edison & Company<br>Phillips Edison Strategic Investment Fund II LLC<br>Phillips Edison Strategic Investment Fund III LLC  | Closed<br>Current<br>Closed<br>Current  |
| BBVA Compass   | BBVA Compass Bancshares, Inc.  | Closed  |
| Bendon Inc.  | Bendon, Inc.<br>Eve Gerriets Mongiardo<br>Irving Place Capital III Executive Fund (Cayman), L.P.<br>Irving Place Capital III Family Fund (Cayman), L.P.<br>Irving Place Capital III Family Fund, L.P.<br>Irving Place Capital III Feeder Fund, L.P.<br>Irving Place Capital Investors, L.P.<br>Irving Place Capital Management, L.P.<br>Irving Place Capital MB-PSERS II, L.P.<br>Irving Place Capital Partners II, L.P.<br>Irving Place Capital Partners III (Cayman), L.P. | Current<br>Current<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Current<br>Closed<br>Closed<br>Closed |

| Name of Entity Searched           | Name of Entity and/or Affiliate of Entity, that is a K&E Client        | Status  |
|-----------------------------------|--|---------|
|                                   | Irving Place Capital Partners III<br>Coinvestors, L.P.                 | Closed  |
|                                   | Irving Place Capital Partners III,<br>L.P.                             | Closed  |
| Berkeley Research Group LLC       | Berkeley Research Group, LLC   | Current |
| BMO Harris Bank NA                | Bank of Montreal   | Current |
|                                   | BMO Capital Markets  | Current |
|                                   | BMO Capital Markets Corp.  | Current |
|                                   | BMO Harris Bank, N.A.  | Current |
|                                   | BMO Nesbitt Burns Inc.   | Current |
| BRE RC 1890 Ranch TX LP           | BCP (Singapore) VI Cayman<br>Acquisition Co. Ltd.                      | Current |
| BRE RC Southpark II TX LP         | BCP VIII, L.P.   | Current |
| BRE Retail Residual NC Owner LP   | Bilal Khan   | Current |
| Retail Grocery Inventory Services | Blackstone Alternative Asset<br>Management L.P.                        | Current |
|                                   | Blackstone Alternative Solutions<br>LLC                                | Current |
|                                   | Blackstone Asia  | Current |
|                                   | Blackstone CQP Holdco LP   | Current |
|                                   | Blackstone Family Real Estate<br>Partnership (Offshore) VIISMD<br>L.P. | Current |
|                                   | Blackstone Family Real Estate<br>Partnership Europe IV-SMD<br>L.P.     | Current |
|                                   | Blackstone Group, The  | Current |
|                                   | Blackstone Infrastructure Partners                                     | Current |
|                                   | Blackstone ISG-I Advisors LLC  | Current |
|                                   | Blackstone ISG-II Advisors LLC   | Current |
|                                   | Blackstone Life Sciences Advisors<br>LLC                               | Current |
|                                   | Blackstone Management Partners<br>LLC                                  | Current |
|                                   | Blackstone Mortgage Trust Inc.   | Current |
|                                   | Blackstone Property Partners L.P.                                      | Closed  |
|                                   | Blackstone Real Estate   | Current |
|                                   | Blackstone Real Estate Advisors  | Current |
|                                   | Blackstone Real Estate Advisors<br>L.P.                                | Current |

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status  |
|-------------------------|---|---------|
|                         | Blackstone Real Estate Holdings (Offshore) VII-NQ L.P.          | Current |
|                         | Blackstone Real Estate Holdings (Offshore) VII-NQ - ESC L.P.    | Current |
|                         | Blackstone Real Estate Holdings Europe IV-NQ ESC L.P.           | Current |
|                         | Blackstone Real Estate Partners                                 | Current |
|                         | Blackstone Real Estate Partners (Asia) Limited                  | Closed  |
|                         | Blackstone Real Estate Partners (Offshore) VII.F-NQ L.P.        | Current |
|                         | Blackstone Real Estate Partners (Offshore) VII.TE.1-8-NQ L.P.   | Current |
|                         | Blackstone Real Estate Partners (Offshore) VII-NQ L.P.          | Current |
|                         | Blackstone Real Estate Partners Europe                          | Current |
|                         | Blackstone Real Estate Partners Europe IV-NQ L.P.               | Current |
|                         | Blackstone Real Estate Partners Limited                         | Current |
|                         | Blackstone Real Estate Special Situations Advisors LLC          | Current |
|                         | Blackstone Singapore Pte Ltd.                                   | Current |
|                         | Blackstone Strategic Capital Holdings                           | Current |
|                         | Blackstone Strategic Capital Holdings L.P.                      | Current |
|                         | Blackstone Strategic Opportunity Fund                           | Current |
|                         | Blackstone Strategic Partners                                   | Current |
|                         | Blackstone Tactical Opportunities                               | Current |
|                         | Blackstone Tactical Opportunities Advisors LLC                  | Current |
|                         | Blackstone Tactical Opportunities Fund L.P.                     | Closed  |
|                         | David I. Foley  | Current |
|                         | GSO Capital Opportunities Fund III LP                           | Closed  |

| Name of Entity Searched  | Name of Entity and/or Affiliate of Entity, that is a K&E Client  | Status   |
|--|--|--|
|  | GSO Capital Partners<br>GSO Capital Partners International LLP<br>GSO Capital Partners LP<br>John-Paul Munfa<br>Jonathan Korngold<br>Strategic Partners Fund Solutions<br>The Blackstone Group<br>The Blackstone Group International Partners LLP<br>Vikram Suresh | Current<br>Current<br>Current<br>Current<br>Closed<br>Current<br>Current<br>Current<br>Current |
| Briggs NY Inc.<br>Kellwood - Democracy   | Contemporary Lifestyle Group, LLC  | Current  |
| Burnsville Center SPE LLC<br>CBL & Associates Management Inc.<br>CBL SM-Brownsville LLC<br>Fayette Plaza CMBS LLC<br>JWV Inc.<br>Madison-East Towne LLC<br>Mall del Norte<br>Parkdale Mall<br>POM-College Station LLC<br>Southaven Towne Center<br>Westgate Mall | CBL & Associates Limited Partnership<br>CBL & Associates Properties, Inc.  | Current<br>Current   |
| Canopus Insurance Services   | Centerbridge<br>Centerbridge Partners, L.P.  | Closed<br>Current  |
| Central Mall Port Arthur<br>Sunset Mall SPE LP   | Jones Lang LaSalle Group<br>Jones Lang LaSalle Income Property Trust, Inc.<br>LaSalle Investment Management  | Current<br>Current<br>Current  |
| Chemical Bank  | Dennis Klaeser   | Current  |
| City National Bank   | BlueBay Asset Management Services Ltd.<br>RBC Capital Markets<br>RBC Select Hedge Fund Portfolio Ltd.  | Current<br>Closed<br>Closed  |

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client          | Status  |
|-------------------------|--|---------|
|                         | RBC Wealth Management  | Current |
| Cleco Power             | Cleco Corporate Holdings LLC   | Closed  |
|                         | Macquarie Agricultural Funds Management Limited                          | Current |
|                         | Macquarie CAF LLC  | Current |
|                         | Macquarie Capital Group Ltd., U.K. Branch                                | Current |
|                         | Macquarie Capital Investment Management LLC                              | Current |
|                         | Macquarie Capital USA Inc.   | Current |
|                         | Macquarie Crop Partners Feeder, L.P.                                     | Current |
|                         | Macquarie Crop Partners, L.P.  | Current |
|                         | Macquarie Group Investments (UK) No. 2 Limited                           | Closed  |
|                         | Macquarie Holdings (U.S.A.) Inc.   | Closed  |
|                         | Macquarie Infrastructure & Real Assets (Europe) Limited                  | Current |
|                         | Macquarie Infrastructure and Real Assets Inc.                            | Closed  |
|                         | Macquarie Infrastructure and Real Assets Mexico, SA de C.V.              | Closed  |
|                         | Macquarie Infrastructure and Real Assets, Inc.                           | Current |
|                         | Macquarie Infrastructure Management (Asia) Pty Limited, Singapore Branch | Current |
|                         | Macquarie Infrastructure Partners III, L.P.                              | Current |
|                         | Macquarie Infrastructure Partners Inc.                                   | Current |
|                         | Macquarie Infrastructure Partners IV, L.P.                               | Current |
|                         | Macquarie Investments US Inc.  | Current |
|                         | Macquarie Private Debt Asset Management LLC                              | Current |
|                         | Macquarie Real Estate Investments Holdings (North America), Inc.         | Current |
|                         | MIP IV ECI (AIV), L.P.   | Current |



| Name of Entity Searched   | Name of Entity and/or Affiliate of Entity, that is a K&E Client  | Status  |
|---|--|---|
|   | MIP IV Fawkes, L.P.<br>MIP IV Holdings, L.P.<br>MIRA Americas Inc.   | Former<br>Current<br>Current  |
| Colony Square LLC<br>GGP LP<br>Kenwood Shopping Centre<br>North Plains Mall LLC<br><br>Pinnacle Hills<br>Washington Park Mall | Brookfield Asset Management, Inc.<br>Brookfield Asset Management, LLC<br>Brookfield Business Partners LP<br>Brookfield Infrastructure Credit Fund<br>Brookfield Infrastructure Fund<br>Brookfield Infrastructure Group LLC<br>Brookfield Special Opportunities LLC<br>Brookfield Strategic Real Estate Partners III<br>BSREP II Bermuda GP L.P.<br>GFI Energy Group of Oaktree Capital Management<br>GGPLP, LLC<br>Jordon Kruse<br>Matthew Wilson<br>Oaktree Acquisition Corp.<br>Oaktree Capital Management, L.P.<br>Oaktree Middle-Market Direct Lending Unlevered JPN-A 2017 Fund, L.P.<br>Oaktree Power Opportunities Fund V, L.P.<br>Oaktree Special Situations Group<br>Oaktree Strategic Credit<br>Ronald N. Beck<br>Stephen Kaplan | Current<br>Current<br>Current<br>Current<br><br>Closed<br>Closed<br><br>Current<br>Current<br><br>Closed<br>Current<br><br>Closed<br>Former<br>Former<br>Current<br>Current<br>Current<br><br>Current<br><br>Closed<br>Current<br>Former<br>Current |
| Commerce Bank NA  | Commerce Bancshares, Inc.<br>Commerce Bank   | Current<br>Current  |
| Delmarva Power & Light Co.  | Exelon Corporation<br>William A. Von Hoene, Jr.  | Current<br>Current  |
| Dominion North Carolina Power   | Daniel Carro<br>Dominion Energy Questar Corporation  | Former<br>Closed  |

| Name of Entity Searched         | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status  |
|---------------------------------|---|---------|
|                                 | Dominion Energy Services, Inc.                                  | Current |
| Duke Energy Corp.               | Duke Energy Corporation   | Closed  |
| Duke Energy Ohio Inc.           | Piedmont Natural Gas  | Closed  |
| Duke Energy Progress LLC        |   |         |
| Elizabeth Arden                 | AM General LLC  | Current |
| Elizabeth Arden Inc.            | Deluxe Entertainment Services Group Inc.                        | Current |
|                                 | Elizabeth Arden, Inc.   | Closed  |
|                                 | Harland Clarke Corp.  | Current |
|                                 | M&F Worldwide Corp.   | Former  |
|                                 | MacAndrews & Forbes Holdings, Inc.                              | Current |
|                                 | MAFCO Worldwide LLC   | Former  |
|                                 | Merisant Company  | Closed  |
|                                 | RetailMeNot, Inc.   | Current |
|                                 | Revlon Australia  | Current |
|                                 | Revlon Consumer Products Corporation                            | Current |
|                                 | Revlon, Inc.  | Current |
|                                 | Scientific Games Corporation                                    | Current |
|                                 | SIGA Technologies, Inc.   | Closed  |
|                                 | Valassis Communications, Inc.                                   | Current |
|                                 | Vericast Corp.  | Current |
| Engie SA                        | ENGIE Energy Services Holdings Northeast LLC                    | Current |
| GDF Suez                        | ENGIE North America Inc.  | Closed  |
|                                 | OpTerra Energy Group  | Closed  |
| Federal Express                 | FedEx Trade Networks, Inc.                                      | Closed  |
| FedEx Corp.                     |   |         |
| Fedex Freight                   |   |         |
| First Community Bank            | U.S. Bancorp  | Closed  |
| US Bank NA                      | U.S. Bank   | Closed  |
|                                 | U.S. Bank National Association                                  | Current |
| Freedom Specialty Insurance Co. | Nationwide Life Insurance                                       | Closed  |
|                                 | Nationwide Mutual Insurance Company                             | Current |
|                                 | Veterinary Pet Insurance Company                                | Current |
| Frontier Communications Corp.   | Frontier ABC LLC  | Current |

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status  |
|-------------------------|---|---------|
|                         | Frontier California Inc.  | Current |
|                         | Frontier Communications - Midland Inc.                          | Current |
|                         | Frontier Communications - Prairie Inc.                          | Current |
|                         | Frontier Communications - Schuyler Inc.                         | Current |
|                         | Frontier Communications Corporate Services Inc.                 | Current |
|                         | Frontier Communications Corporation                             | Current |
|                         | Frontier Communications ILEC Holdings LLC                       | Current |
|                         | Frontier Communications Northwest Inc.                          | Current |
|                         | Frontier Communications of America Inc.                         | Current |
|                         | Frontier Communications of Ausable Valley Inc.                  | Current |
|                         | Frontier Communications of Breezewood LLC                       | Current |
|                         | Frontier Communications of Canton LLC                           | Current |
|                         | Frontier Communications of Delaware Inc.                        | Current |
|                         | Frontier Communications of Depue Inc.                           | Current |
|                         | Frontier Communications of Georgia LLC                          | Current |
|                         | Frontier Communications of Illinois Inc.                        | Current |
|                         | Frontier Communications of Indiana LLC                          | Current |
|                         | Frontier Communications of Iowa LLC                             | Current |
|                         | Frontier Communications of Lakeside Inc.                        | Current |
|                         | Frontier Communications of Lakewood LLC                         | Current |

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status  |
|-------------------------|---|---------|
|                         | Frontier Communications of Michigan Inc.                        | Current |
|                         | Frontier Communications of Minnesota Inc.                       | Current |
|                         | Frontier Communications of Mississippi LLC                      | Current |
|                         | Frontier Communications of Mt. Pulaski Inc.                     | Current |
|                         | Frontier Communications of New York Inc.                        | Current |
|                         | Frontier Communications of Orion Inc.                           | Current |
|                         | Frontier Communications of Oswayo River LLC                     | Current |
|                         | Frontier Communications of Pennsylvania LLC                     | Current |
|                         | Frontier Communications of Rochester Inc.                       | Current |
|                         | Frontier Communications of Seneca-Gorham Inc.                   | Current |
|                         | Frontier Communications of Sylvan Lake Inc.                     | Current |
|                         | Frontier Communications of the Carolinas LLC                    | Current |
|                         | Frontier Communications of the South LLC                        | Current |
|                         | Frontier Communications of the Southwest Inc.                   | Current |
|                         | Frontier Communications of Thorntown LLC                        | Current |
|                         | Frontier Communications of Virginia Inc.                        | Current |
|                         | Frontier Communications of Wisconsin LLC                        | Current |
|                         | Frontier Communications Online and Long Distance Inc.           | Current |
|                         | Frontier Communications Services Inc.                           | Current |
|                         | Frontier Directory Services Co. LLC                             | Current |

| Name of Entity Searched        | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status  |
|--------------------------------|---|---------|
|                                | Frontier Florida LLC  | Current |
|                                | Frontier Infoservices Inc.                                      | Current |
|                                | Frontier Midstates Inc.   | Current |
|                                | Frontier Mobile LLC   | Current |
|                                | Frontier North Inc.   | Current |
|                                | Frontier Security Co.   | Current |
|                                | Frontier Services Corp.   | Current |
|                                | Frontier Southwest Inc.   | Current |
|                                | Frontier Subsidiary Telco LLC                                   | Current |
|                                | Frontier Techserv Inc.  | Current |
|                                | Frontier Telephone of Rochester Inc.                            | Current |
|                                | Frontier Video Services Inc.                                    | Current |
|                                | Frontier West Virginia Inc.                                     | Current |
| Garda CL Northwest Inc.        | Alex Ismail   | Former  |
|                                | BC Partners   | Current |
| Google Inc.                    | Intersection Holdings, LLC                                      | Current |
|                                | Sidewalk Infrastructure Partners                                | Current |
|                                | Sidewalk Labs Employees, L.L.C.                                 | Closed  |
|                                | Waymo LLC   | Current |
| Grant Thornton LLP             | Grant Thornton International Ltd.                               | Current |
| Guardian Investor Services LLC | Broadshore Capital Partners, LLC                                | Current |
| Guardian Life Insurance        |   |         |
| Home Dynamix LLC               | Bayside Capital   | Current |
|                                | H.I.G. Bayside Loan Opportunity (Cayman) Fund II, L.P.          | Current |
|                                | H.I.G. Bayside Loan Opportunity Fund II, L.P.                   | Current |
|                                | H.I.G. Capital International Advisors, LLP                      | Current |
|                                | H.I.G. Capital LLC  | Current |
|                                | H.I.G. Capital Management, Inc.                                 | Current |
|                                | H.I.G. Capital Partners II, L.P.                                | Current |
|                                | H.I.G. Capital Partners III, L.P.                               | Current |
|                                | H.I.G. Europe Capital Partners, L.P.                            | Current |
|                                | H.I.G. European Capital Partners LLP                            | Current |
|                                | H.I.G. Middle Market LLC  | Current |

| Name of Entity Searched   | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status  |
|---|---|---------|
|   | H.I.G. Realty Partners  | Current |
|   | H.I.G. Venture Investments, L.P.                                | Current |
|   | H.I.G. Venture Partners, L.P.                                   | Current |
| Huntington National Bank, The   | Huntington Bancshares Incorporated                              | Closed  |
|   | The Huntington National Bank                                    | Closed  |
| IBM Corp.   | IBM Canada Ltd.   | Closed  |
|   | IBM Corporation   | Current |
|   | Red Hat, Inc.   | Current |
| Illinois National Insurance Co.<br>National Union Fire Insurance Co.<br>of Pittsburgh, PA | Varagon Capital Partners  | Closed  |
| Jimco Lamp & Manufacturing Co.  | NBGHome   | Current |
|   | Peter T. Morrow   | Current |
|   | Stefan Kaluzny  | Current |
|   | Sycamore Partners (Co-Invest) LLC                               | Closed  |
|   | Sycamore Partners A LP  | Current |
|   | Sycamore Partners Associates Co-Invest, Inc.                    | Closed  |
|   | Sycamore Partners Associates Investments, LP                    | Closed  |
|   | Sycamore Partners Associates, LP                                | Closed  |
|   | Sycamore Partners Associates-C, LP                              | Closed  |
|   | Sycamore Partners II, LP  | Current |
|   | Sycamore Partners III, LP                                       | Current |
|   | Sycamore Partners Management LP                                 | Current |
|   | Sycamore Partners Management, L.P.                              | Current |
|   | Sycamore Partners Torrid, LLC                                   | Closed  |
|   | Sycamore Partners, LP   | Closed  |
| JPMorgan Chase & Co.  | Chase Bank USA, NA  | Closed  |
|   | Chase Paymentech Solutions, LLC                                 | Closed  |
|   | Highbridge Capital Management, LLC                              | Current |
|   | J.P. Morgan Securities (Far East) Limited                       | Current |
|   | J.P. Morgan Securities Asia Pacific Limited                     | Current |
|   | J.P. Morgan Securities LLC                                      | Current |

| Name of Entity Searched   | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status  |
|---------------------------|---|---------|
|                           | JPMorgan Asset Management - Global Real Assets                  | Closed  |
|                           | JPMorgan Chase & Co.  | Current |
|                           | JPMorgan Chase Bank, N.A.                                       | Current |
|                           | JPMorgan Funds Limited  | Current |
|                           | JPMorgan Investment Management Inc. - Global Special Situations | Current |
| Kentucky Utilities Co.    | Kentucky Utilities Co.  | Former  |
|                           | LG&E and KU Energy LLC  | Former  |
| KNS International LLC     | Tower Arch Capital  | Current |
| L2 Brands LLC             | Dominus Capital Partners, L.P.                                  | Current |
|                           | Dominus Capital, LLC  | Current |
| M&T Bank Corp.            | Wilmington Trust-London Limited                                 | Current |
| Macy's Inc.               | Macy's, Inc.  | Current |
| Melissa & Doug LLC        | AEA Investors LP  | Current |
| NES Group Ltd.            | Brian Hoesterey   | Current |
|                           | John F. Cozzi   | Current |
|                           | Thomas Pryma  | Current |
| MidAmerican Energy Co.    | Berkshire Hathaway Energy Co.                                   | Current |
| Rocky Mountain Power Inc. | BNSF Railway  | Current |
|                           | Precision Castparts Corp.                                       | Closed  |
| Modis Inc.                | IQNavigator, Inc.   | Former  |
| Morley Candy Makers Inc.  | Kar Nut Products Company, LLC                                   | Closed  |
|                           | KNPC Holdco, LLC  | Closed  |
|                           | Palladium Equity Partners                                       | Current |
| Nike Inc.                 | Nike, Inc.  | Current |
| Nike-Apparel              |   |         |
| NRG Energy Inc.           | NRG Americas, Inc.  | Closed  |
|                           | NRG Bowline LLC   | Closed  |
|                           | NRG California North LLC  | Closed  |
|                           | NRG California South GP LLC                                     | Closed  |
|                           | NRG California South LP   | Closed  |
|                           | NRG Canal LLC   | Closed  |
|                           | NRG Chalk Point LLC   | Closed  |
|                           | NRG Clearfield Pipeline Company LLC                             | Closed  |
|                           | NRG Delta LLC   | Closed  |

| Name of Entity Searched    | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status  |
|----------------------------|---|---------|
|                            | NRG ECA Pipeline LLC  | Closed  |
|                            | NRG Energy, Inc.  | Closed  |
|                            | NRG Florida GP, LLC   | Closed  |
|                            | NRG Florida LP  | Closed  |
|                            | NRG Gibbons Road LLC  | Closed  |
|                            | NRG Lovett Development I LLC                                    | Closed  |
|                            | NRG Lovett LLC  | Closed  |
|                            | NRG MD Ash Management LLC                                       | Closed  |
|                            | NRG New York LLC  | Closed  |
|                            | NRG North America LLC   | Closed  |
|                            | NRG Northeast Generation, Inc.                                  | Closed  |
|                            | NRG Northeast Holdings, Inc.                                    | Closed  |
|                            | NRG Piney Point LLC   | Closed  |
|                            | NRG Potomac River LLC   | Closed  |
|                            | NRG Potrero LLC   | Current |
|                            | NRG Power Generation Assets LLC                                 | Closed  |
|                            | NRG Power Generation LLC  | Closed  |
|                            | NRG Power Midwest GP LLC  | Closed  |
|                            | NRG Power Midwest LP  | Closed  |
|                            | NRG REMA LLC  | Current |
|                            | NRG Sabine (Delaware), Inc.                                     | Closed  |
|                            | NRG Sabine (Texas), Inc.  | Closed  |
|                            | NRG San Gabriel Power Generation LLC                            | Closed  |
|                            | NRG Tank Farm LLC   | Closed  |
|                            | NRG Wholesale Generation GP LLC                                 | Closed  |
|                            | NRG Wholesale Generation LP                                     | Closed  |
|                            | NRG Willow Pass LLC   | Closed  |
| Old Republic Insurance Co. | Old Republic National Title Holding Co.                         | Current |
| PayScale Inc.              | Francisco Partners IV, L.P.                                     | Current |
|                            | Francisco Partners IV-A, L.P.                                   | Current |
|                            | Francisco Partners Management, L.P.                             | Current |
|                            | PayScale, Inc.  | Current |
|                            | Sonic Topco, L.P.   | Current |
| PNC Bank NA                | PNC Bank NA   | Closed  |



| Name of Entity Searched              | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status  |
|--------------------------------------|---|---------|
|                                      | PNC Financial Services Group Inc.,<br>The                       | Closed  |
|                                      | PNC Merchant Services Company,<br>L.P                           | Closed  |
| Retail Equation Inc., The            | Clearlake Capital Group, L.P.                                   | Current |
|                                      | Clearlake Capital Partners III, LP                              | Current |
|                                      | Clearlake Capital Partners IV LP                                | Current |
| Retek Information Systems            | Oracle America, Inc.  | Current |
|                                      | Oracle Corporation  | Current |
|                                      | Oracle International Corporation                                | Current |
|                                      | Oracle USA, Inc.  | Current |
| Royce & Associates LP                | Clarion Partners LLC  | Current |
| Skinny Mixes LLC                     | Goodwest Holdings, LLC  | Closed  |
|                                      | Goodwest Industries, LLC  | Closed  |
| Softvision LLC                       | Cognizant Business Services Corporation                         | Current |
|                                      | Cognizant Technology Solutions Corporation                      | Current |
|                                      | TriZetto Corporation  | Current |
| Sterr Indemnity & Liability Co. Inc. | Sterr International Company, Inc.                               | Closed  |
|                                      | Sterr Investment Holdings, LLC                                  | Closed  |
|                                      | Sterr Principal Holdings, LLC                                   | Current |
| Stylecraft Home Collection Inc.      | C. Bryan Daniels  | Current |
|                                      | Prairie Capital Fund LP   | Current |
|                                      | Prairie Capital III LP  | Current |
|                                      | Prairie Capital III QP LP                                       | Current |
|                                      | Prairie Capital III SPV LP                                      | Current |
|                                      | Prairie Capital III SPV QP LP                                   | Current |
|                                      | Prairie Capital IV QP, LP                                       | Current |
|                                      | Prairie Capital IV, LP  | Current |
|                                      | Prairie Capital V QP, LP  | Current |
|                                      | Prairie Capital V, LP   | Current |
|                                      | Prairie Capital VI QP, LP                                       | Current |
|                                      | Prairie Capital VI, LP  | Current |
|                                      | Stephen V. King   | Current |
| SunTrust Bank                        | BB&T Corp.  | Current |
| Truist Financial Corp.               | SunTrust Bank   | Closed  |
|                                      | SunTrust Banks, Inc.  | Current |

| Name of Entity Searched                    | Name of Entity and/or Affiliate of Entity, that is a K&E Client   | Status  |
|--|---|---|
|  | SunTrust Capital Markets Inc.<br>Truist Financial Corp.   | Closed<br>Current   |
| Supreme International LLC                  | George Feldenkreis<br>Oscar Feldenkreis   | Closed<br>Closed  |
| Totes Isotoner                             | Investcorp  | Closed  |
| Trademark Global Inc.                      | Bertram Capital<br>Bertram Growth Capital II-A, L.P.  | Current<br>Closed   |
| Travelers Property Casualty Co. Of America | The Travelers Companies, Inc.   | Current   |
| U.S. Specialty Insurance Co.               | HCC Insurance Holdings, Inc.<br>HCC Life Insurance Company<br>HCC Specialty Insurance Company<br>HCC Specialty Underwriters, Inc.<br>Houston Casualty Company   | Current<br>Closed<br>Closed<br>Closed<br>Closed   |
| UPS Freight LTL                            | Coyote Logistics, LLC   | Closed  |
| Walmart Realty Co.                         | Jet.com<br>Walmart Inc.<br>Wal-Mart Stores Texas, LLC   | Closed<br>Current<br>Current  |
| Waste Management Inc.                      | USA Waste of California, Inc.   | Closed  |
| Wells Fargo & Co.                          | Jon Kossov<br>NEC IX, LLC<br>NEC VIII, LLC<br>Norwest Equity Capital, LLC<br>Norwest Equity Partners VIII, LP<br>Norwest Venture Partners VI-A, LP<br>Norwest Venture Partners VII-A, LP<br>Norwest Venture Partners VIII, LP<br>Wachovia Capital Partners<br>Secondary Fund I, LP<br>Wachovia Holdings Corporation<br>Wachovia Investors, Inc.<br>Wachovia Securities, LLC<br>Wells Fargo & Co.<br>Wells Fargo Central Pacific<br>Holdings, Inc.<br>Wells Fargo Securities LLC<br>WFC Holdings Corporation | Current<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed<br>Closed |
| WPromote LLC                               | Shamrock Capital Advisors, LLC  | Current   |

| Name of Entity Searched    | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status  |
|----------------------------|---|---------|
|                            | Shamrock RB Holdings, Inc.                                      | Closed  |
| XL Specialty Insurance Co. | AB Commercial Real Estate Debt Series 1-A                       | Current |
|                            | AB Commercial Real Estate Debt Series 1-B                       | Current |
|                            | AB Commercial Real Estate Debt Series 1-C                       | Current |
|                            | AB Institutional Series B                                       | Current |
|                            | AB Institutional Series C                                       | Current |
|                            | AXA Equitable Holdings, Inc.                                    | Current |
|                            | Axa Equitable Life Insurance Company<br>AXA REIM SGP            | Current |

**Exhibit B**

**Glazer Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

STAGE STORES, INC., *et al.*,<sup>1</sup>

Debtors.

---

)  
) Chapter 11  
)  
) Case No. 20-32564 (DRJ)  
)  
) (Jointly Administered)  
)

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**DECLARATION OF MICHAEL L. GLAZER IN SUPPORT OF THE  
DEBTOR'S APPLICATION FOR THE ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR  
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF MAY 10, 2020**

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I, Michael L. Glazer, President and Chief Executive Officer of Stage Stores, Inc., being duly sworn, state the following under penalty of perjury:

1. I am the President and Chief Executive Officer of Stage Stores, Inc. located at 2425 West Loop South, Houston, Texas 77027.

2. I submit this declaration (the "Declaration") in support of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Effective as of May 10, 2020* (the "Application").<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900). The Debtors' service address is: 2425 West Loop South, Houston, Texas 77027.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

### **The Debtors' Selection of Counsel**

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. Kirkland previously represented the Debtors in certain corporate and financial matters, and the Debtors retained Kirkland because of its extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code. More specifically, Kirkland is familiar with the Debtors' business operations and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

5. Ultimately, the Debtors retained Kirkland because of its extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code. More specifically, Kirkland is familiar with the Debtors' business operations and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well qualified and uniquely able to represent the Debtor in these chapter 11 cases in an efficient and timely manner.

### **Rate Structure**

6. In my capacity as President and Chief Executive Officer, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Kirkland has informed the Debtors that its rates for bankruptcy representations are comparable to the rates Kirkland charges for non-bankruptcy representations. As discussed below, I am also responsible

for reviewing the statements regularly submitted by Kirkland, and can confirm that the rates Kirkland charged the Debtors in the prepetition period are the same as the rates Kirkland will charge the Debtors in the postpetition period.

### **Cost Supervision**

7. The Debtors have approved the prospective budget and staffing plan for the period from May 10, 2020 to September 30, 2020, recognizing that in the course of a large chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Kirkland. The Debtors further recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will continue to review the statements that Kirkland regularly submits, and, together with Kirkland, amend the budget and staffing plans periodically, as the case develops.

8. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved the level of the attorneys and professionals that will work on various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: May 28, 2020

Respectfully submitted,

/s/ Michael L. Glazer

Michael L. Glazer  
President & Chief Executive Officer  
Stage Stores, Inc.